THE MATRIX

Written by

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FADE IN ON:

COMPUTER SCREEN

So close it has no boundaries.

A blinking cursor pulses in the electric darkness like a heart coursing with phosphorous light, burning beneath the derma of black-neon glass.

A PHONE begins to RING, we hear it as though we were making the call. The cursor continues to throb, relentlessly patient, until --

MAN (V.O.)
Hello?

Data now slashes across the screen, information flashing faster than we read.

SCREEN
Call trans opt: received.
2-19-96 13:24:18 REC:Log>

WOMAN (V.O.)
I'm inside. Anything to report?

We listen to the phone conversation as though we were on a third line. The man's name is CYPHER. The woman, TRINITY.

CYPHER (V.O.)
Let's see. Target left work at 5:01 PM.

SCREEN
Trace program: running.

The entire screen fills with racing columns of numbers. Shimmering like green-electric rivers, they rush at a 10-digit phone number in the top corner.

CYPHER (V.O.)
He caught the northbound Howard line. Got off at Sheridan. Stopped at 7-11. Purchased six-pack of beer and a box of Captain Crunch. Returned home.

The area code is identified. The first three numbers suddenly fixed, leaving only seven flowing columns.

(CONTINUED)

CONTINUED:

We begin MOVING TOWARD the screen, CLOSING IN as each digit is matched, one by one, snapping into place like the wheels of a slot machine.

TRINITY (V.O.)
All right, you're relieved. Use the usual exit.

CYPHER (V.O.)
Do you know when we're going to make contact?

TRINITY
Soon.

Only two thin digits left.

CYPHER (V.O.)
Just between you and me, you don't believe it, do you? You don't believe this guy is the One?

TRINITY (V.O.)
I think Morpheus believes he is.

CYPHER (V.O.)
I know. But what about you?

TRINITY (V.O.)
I think Morpheus knows things that I don't.

CYPHER (V.O.)
Yeah, but if he's wrong --

The final number pops into place --

TRINITY (V.O.)
Did you hear that?

CYPHER (V.O.)
Hear what?

SCREEN
Trace complete. Call origin: #312-555-0690

TRINITY (V.O.)
Are you sure this line is clean?

CYPHER (V.O.)
Yeah, course I'm sure.

CONTINUED:

We MOVE STILL CLOSER, the ELECTRIC HUM of the green numbers GROWING INTO an OMINOUS ROAR.

TRINITY (V.O.)
I better go.

CYPHER (V.O.)
Yeah. Right. See you on the other side.

She hangs up as we PASS THROUGH the numbers, entering the netherworld of the computer screen.

Where gradually the sound of a police radio grows around us.

RADIO (V.O.)
Attention all units. Attention all units.

Suddenly, a flashlight cuts open the darkness and we find ourselves in --

INT. CHASE HOTEL - NIGHT

The hotel was abandoned after a fire licked its way across the polyester carpeting, destroying several rooms as it spooled soot up the walls and ceiling leaving patterns of permanent shadow.

We FOLLOW four armed POLICE officers using flashlights as they creep down the blackened hall and ready themselves on either side of room 303.

The biggest of them violently kicks in the door --

The other cops pour in behind him, guns thrust before them.

BIG COP
Police! Freeze!

The room is almost devoid of furniture. There is a fold-up table and chair with a phone, a modem, and a powerbook computer. The only light in the room is the glow of the computer.

Sitting there, her hands still on the keyboard, is TRINITY; a woman in black leather.

BIG COP
Get your hands behind your head!

CONTINUED:

Trinity rises.

BIG COP
Hands behind your head! Now! Do it!

She slowly puts her hands behind her head.

EXT. CHASE HOTEL - NIGHT

A black sedan with tinted windows glides in through the police cruisers.

AGENT SMITH and AGENT BROWN get out of the car.

They wear dark suits and sunglasses even at night. They are also always hardwired; small Secret Service earphones in one ear, its cord coiling back into their shirt collars.

AGENT SMITH
Lieutenant?

LIEUTENANT
Oh shit.

AGENT SMITH
Lieutenant, you were given specific orders --

LIEUTENANT
I'm just doing my job. You gimme that Juris-my dick-tion and you can cram it up your ass.

AGENT SMITH
The orders were for your protection.

The Lieutenant laughs.

LIEUTENANT
I think we can handle one little girl.

Agent Smith nods to Agent Brown as they start toward the hotel.

LIEUTENANT
I sent two units. They're bringing her down now.

CONTINUED:

AGENT SMITH
No, Lieutenant, your men are dead.

INT. CHASE HOTEL

The Big Cop flicks out his cuffs, the other cops holding a bead. They've done this a hundred times, they know they've got her, until the Big Cop reaches with the cuff and Trinity moves --

It almost doesn't register, so smooth and fast, inhumanly fast.

The eye blinks and Trinity's palm snaps up and the nose explodes, blood erupting. The cop is dead before he begins to fall.

And Trinity is moving again --

Seizing a wrist, misdirecting a gun, as a startled cop FIRES --

A head explodes.

In blind panic, another aims his gun, the barrel, a fixed black hole --

And FIRES --

Trinity twists out of the way, the bullet missing as she reverses into a roundhouse kick, knocking the gun away.

The cop begins to scream when a jump kick crushes his windpipe, killing the scream as he falls to the ground.

She looks at the four bodies.

TRINITY
Shit.

EXT. CHASE HOTEL

Agent Brown enters the hotel, while Agent Smith heads for the alley.

INT. CHASE HOTEL

Trinity is on the phone, pacing. The other end is answered.

CONTINUED:

MAN (V.O.)
Operator.

TRINITY
Morpheus! The line was traced! I don't now how.

MORPHEUS (V.O.)
I know. Stay calm.

TRINITY
Are there any agents?

MORPHEUS (V.O.)
Yes.

TRINITY
Goddamnit!

MORPHEUS (V.O.)
You have to focus. There is a phone. Wells and Lake. You can make it.

She takes a deep breath, centering herself.

TRINITY
All right --

MORPHEUS (V.O.)
Go.

She drops the phone.

INT. HALL

She burst out of the room as Agent Brown enters the hall, leading another unit of police. Trinity races to the opposite end, exiting through a broken window onto the fire escape.

EXT. FIRE ESCAPE

In the alley below, Trinity sees Agent Smith staring at her. She can only go up.

EXT. ROOF

On the roof, Trinity is running as Agent Brown rises over the parapet, leading the cops in pursuit.

CONTINUED:

Trinity begins to jump from one roof to the next, her movements so clean, gliding in and out of each jump, contrasted to the wild jumps of the cops.

Agent Brown, however, has the same unnatural grace.

The METAL SCREAM of an EL TRAIN is heard and Trinity turns to it, racing for the back of the building.

The edge falls away into a wide back alley. The next building is over 40 feet away, but Trinity's face is perfectly calm, staring at some point beyond the other roof.

The cops slow, realizing they are about to see something ugly as Trinity drives at the edge, launching herself into the air.

From above, the ground seems to flow beneath her as she hangs in flight --

Then hitting, somersaulting up, still running hard.

COP
Motherfucker -- that's impossible!

They stare, slack-jawed, as Agent Brown duplicates the move exactly, landing, rolling over a shoulder, up onto one knee.

Just below the building are the rumbling tracks of riveted steel. The TRAIN SCREECHES beneath her, a rattling blur of gray metal. Trinity jumps, landing easily.

She looks back just as Agent Brown hurls through the air barely reaching the last car --

Agent Brown stands, yanking out a gun.

Trinity is running hard as BULLETS WHISTLE past her head.

Ahead she sees her only chance, 50 feet beyond the point where the train has begun to turn, there is --

A window; a yellow glow in the midst of a dark brick building.

Trinity zeroes in on it, running as hard as she can, her speed compounded by the train. The SCREAM of the STEEL rises as she nears the edge where the train rocks into the turn.

(CONTINUED)

CONTINUED:

Trinity hurtles into the empty night space, her body leveling into a dive. She falls, arms covering her head as --

The whole world seems to spin on its axis --

And she crashes with an EXPLOSION of GLASS and WOOD, then falls onto a back stairwell, tumbling, bouncing down stairs bleeding, broken --

But still alive.

Through the smashed window, she glimpses Agent Brown, still on the train, his tie and coat whipping in the wind; stone-faced, he touches his ear piece as the train slides him past the window.

Trinity tries to move. Everything hurts.

TRINITY
Get up, Trinity. You're fine.
Get up -- just get up!

She stands and limps down the rest of the stairs.

EXT. STREET

Trinity emerges from the shadows of an alley and, at the end of the block, in a pool of white street light, she sees it.

The telephone booth.

Obviously hurt, she starts down the concrete walk, focusing in completely, her pace quickening, as the PHONE begins to RING.

Across the street, a garbage truck suddenly u-turns, its TIRES SCREAMING as it accelerates.

Trinity sees the headlights on the truck arcing at the telephone booth as if taking aim.

Gritting through the pain, she races the truck --

Slamming into the booth, the headlights blindingly bright, bearing down on the box of Plexiglas just as --

She answers the phone.

CONTINUED:

There is a frozen instant of silence before the hulking mass of dark metal lurches up onto the sidewalk --

Barreling through the booth, bulldozing it into a brick wall, smashing it to Plexiglas pulp.

After a moment, a black loafer steps down from the cab of the garbage truck. Agent Smith inspects the wreckage. There is no body. Trinity is gone.

His jaw sets as he grinds his molars in frustration. AGENT JONES walks up behind him.

AGENT SMITH
Did you get anything from the room?

AGENT JONES
Their next target. The name is Neo.

The handset of the pay phone lays on the ground, separated in the crash like a severed limb.

AGENT SMITH
We'll need a search running.

AGENT JONES
It's already begun.

We are SUCKED TOWARDS the mouthpiece of the phone, CLOSER and CLOSER, UNTIL the smooth gray plastic spreads out like a horizon and the small HOLES WIDEN until we fall through one --

Swallowed by the darkness that becomes --

A computer screen.

We are on-line, inside a chat room called "The Matrix." It is an exclusive web-site where hackers hang out.

SCREEN
JACKON: I heard Morpheus has been on this board.
SUPERASTIC: Morpheus doesn't even exist and the Matrix is nothing but an advertising gimmick 4 a new game.
TIMAXE: All I want to know is Trinity really a girl?
(MORE)

(CONTINUED)

CONTINUED:

SCREEN (CONT'D)
LODIII: 87% of all women on line are really men.
QUARK: The Matrix is a euphemism for the government.
SUPERASTIC: No, The Matrix is the system controlling our lives.
TIMAXE: You mean MTV.
SUPERASTIC: I mean Sega.
FOS4: ALL HAIL SEGA!!!

We drift back from the electric conversation entering --

INT. NEO'S APARTMENT

It is a studio apartment that seems overgrown with technology.

Weed-like cables coil everywhere, duct-taped into thickets that wind up and around the legs of several desks.

Tabletops are filled with cannibalized equipment that lay open like an autopsied corpse.

We turn towards the center of this rat-nest of technology, following the slurping and crunching of cereal. We pass an open box of Cap'n Crunch as we find --

NEO, a younger man who knows more about living inside a computer than living outside one.

NEO
Fuckin' idjits don't know shit.

He finishes his cereal and is about to disconnect when an anonymous message slices onto the screen.

SCREEN
Do you want to know what the Matrix is, Neo?

Neo is frozen when he reads his name.

SCREEN
SUPERASTIC: Who said that?
JACKON: Who's Neo?
GIBSON: This is a private board.

If you want to know, follow the white rabbit.

CONTINUED:

NEO
What the hell...

SCREEN
TIMAXE: Someone is hacking the hackers!
FOS4: It's Morpheus!!!!!
JACKON: Identify yourself.

Knock, knock, Neo.

A chill runs down his spine and when someone KNOCKS on his door he almost jumps out of his chair.

He looks at the door, then back at the computer but the message is gone.

He shakes his head, not completely sure what happened. Again, someone knocks.

Cautiously, Neo approaches the door.

VOICE (O.S.)
Hey, Tommy-boy! You in there?

Recognizing the voice, he relaxes and opens it. ANTHONY, who lives down the hall, is standing outside with a group of friends.

NEO
What do you want, Anthony?

ANTHONY
I need your help, man. Desperate. They got me, man. The shackles of fascism.

He holds up the red notice that accompanies the Denver boot.

NEO
You got the money this time?

He holds up two hundred dollars and Neo opens the door. Anthony's girlfriend, DUJOUR, stops in front of Neo.

DUJOUR
You can really get that thing off, right now?

ANTHONY
I told you, honey, he may look like just another geek but this here is all we got left standing between Big Brother and the New World Order.

EXT. STREET

A police officer unlocks a yellow metal boot from the wheel of an enormous Oldsmobile.

INT. NEO'S APARTMENT

They watch from the window as the cops, silently, robotically, climb into their van.

ANTHONY
Look at 'em. Automatons. Don't think about what they're doing or why. Computer tells 'em what to do and they do it.

FRIEND #1
The banality of evil.

He slaps the money in Neo's hand.

ANTHONY
Thanks, neighbor.

DUJOUR
Why don't you come to the party with us?

NEO
I don't know. I have to work tomorrow.

DUJOUR
Come on. It'll be fun.

He looks up at her and suddenly notices on her black leather motorcycle jacket dozens of pins: bands, symbols, slogans, military medals and --

A small white rabbit.

The ROOM TILTS.

NEO
Yeah, yeah. Sure, I'll go.

INT. APARTMENT

An older Chicago apartment; a series of halls connects a chain of small high-ceilinged rooms lined with heavy casements.

Smoke hangs like a veil, blurring the few lights there are.

CONTINUED:

Dressed predominantly in black, people are everywhere, gathered in cliques around pieces of furniture like jungle cats around a tree.

Neo stands against a wall, alone, sipping from a bottle of beer, feeling completely out of place, he is about to leave when he notices a woman staring at him.

The woman is Trinity. She walks straight up to him.

In the nearest room, shadow-like figures grind against each other to the pneumatic beat of INDUSTRIAL MUSIC.

TRINITY
Hello, Neo.

NEO
How did you know that --

TRINITY
I know a lot about you. I've been wanting to meet you for some time.

NEO
Who are you?

TRINITY
My name is Trinity.

NEO
Trinity? The Trinity? the trinity that cracked the I.R.S. Kansas City D-Base?

TRINITY
That was a long time ago.

NEO
Gee-zus.

TRINITY
What?

NEO
I just thought... you were a guy.

TRINITY
Most guys do.

Neo is a little embarrassed.

NEO
Do you want to go somewhere and talk?

CONTINUED:

TRINITY
No. It's safe here and I don't have much time.

The MUSIC is so loud they must stand very close, talking directly into each other's ear.

NEO
That was you on the board tonight. That was your note, wasn't it?

TRINITY
I had to gamble that you would see and they wouldn't.

NEO
Who wouldn't?

TRINITY
I can't explain everything to you. I'm sure that it's all going to seem very strange, but I brought you here to warn you, Neo. You are in a lot of danger.

NEO
What? Why?

TRINITY
They're watching you. Something happened and they found out about you. Normally, if our target is exposed we let it go. But this time, we can't do that.

NEO
I don't understand --

TRINITY
You came here because you wanted to know the answer to a hacker's question.

NEO
The Matrix. What is the Matrix?

TRINITY
Twelve years ago I met a man, a great man, who said that no one could be told the answer to that question. That they had to see it, to believe it.

Her body is against his; her lips very close to his ear.

CONTINUED:

TRINITY
He told me that no one should look for the answer unless they have to because once you see it, everything changes. Your life and the world you live in will never be the same. It's as if you wake up one morning and the sky is falling.

There is a hypnotic quality to her voice and Neo feels the words, like a drug, seeping into him.

TRINITY
The truth is out there, Neo. It's looking for you and it will find you, if you want it to.

She takes hold of him with her eyes.

TRINITY
That's all I can tell you right now. Good-bye, Neo. And good luck.

NEO
Wait. Who was it? Who was the man?

She leans close, her lips almost touching his ear as she whispers.

TRINITY
You know who.

She turns and he watches her melt into the shifting wall of bodies.

A SOUND RISES steadily, growing out of the music, pressing in on Neo until it is all he can hear as we --

CUT TO:

INT. NEO'S APARTMENT

The sound is an ALARM CLOCK, slowly dragging Neo to consciousness. He strains to read the clock face: 9:15 A.M.

NEO
Shitshitshit.

EXT. SKYSCRAPER

The downtown office of CorTechs, a software development company.

INT. CORTECHS OFFICE

The main offices are along each wall, the windows overlooking downtown Chicago.

RHINEHEART, the ultimate company man, lectures Neo without looking at him, typing at his computer continuously.

Neo stares at two window cleaners on a scaffolding outside, dragging their rubber squeegees down across the surface of the glass.

RHINEHEART
You have a problem, Mr. Anderson. You think that you're special. You believe that somehow the rules do not apply to you.

He stops, glancing over his glasses at Neo, who turns in time.

RHINEHEART
Obviously, you are mistaken.

His long, bony fingers resume clicking the keyboard.

RHINEHEART
This company is one of the top software companies in the world because every single employee understands that they are a part of a whole. Thus, if an employee has a problem, the company has a problem.

He turns again.

RHINEHEART
The time has come to make a choice, Mr. Anderson. Either you choose to be at your desk on time from this day forth, or you choose to find yourself another job. Do I make myself clear?

NEO
Yes, Mr. Rhineheart. Perfectly clear.

INT. NEO'S CUBICLE

The entire floor looks like a human honeycomb, with a labyrinth of cubicles structured around a core of elevators.

Neo slumps down into his chair. A TALL EMPLOYEE stands up in the adjacent cubicle, leaning over the partition.

TALL EMPLOYEE
What did he say?

NEO
If I was late again, I'm going to be fired.

He smirks.

TALL EMPLOYEE
Well, it was nice working with you.

Neo glares at him as he sinks down.

VOICE (O.S.)
Thomas Anderson?

Neo turns and finds a FEDERAL EXPRESS MAN at his cubicle door.

NEO
Yeah. That's me.

Neo signs the electronic pad and the Fedex guy hands him the softpak.

FEDEX
Have a nice day.

He opens the bag. Inside is a CELLULAR PHONE. It seems the instant it is in his hand, it RINGS. Unnerved, he flips it open.

NEO
Hello?

MORPHEUS (V.O.)
Hello, Neo. This is Morpheus.

Neo's knees give and he falls into his chair.

MORPHEUS (V.O.)
I had hoped for this conversation to take place under less adverse conditions, but you can never count on hope, can you, Neo?

CONTINUED:

NEO
... no.

MORPHEUS (V.O.)
I've been watching you, Neo, and I want to meet you. I don't know if you're ready to see what I want to show you, but unfortunately, we have run out of time. They're coming for you, Neo. And I'm not sure what they're going to do.

NEO
Who's coming for me?

MORPHEUS (V.O.)
Stand up and see for yourself.

NEO
Right now?

MORPHEUS (V.O.)
Yes. Now.

Neo starts to stand.

MORPHEUS (V.O.)
Do it slowly. Slowly. The elevator.

His head slowly peeks up over the partition.

At the elevator, he sees Agent Brown and Agent Jones leading a group of cops. A female employee turns and points out Neo's cubicle.

Neo ducks.

NEO
Holy fuckin' shit!

MORPHEUS (V.O.)
Yes.

One cop stays at the elevator, the others follow the agents.

NEO
What the fuck do they want with me?!

CONTINUED:

MORPHEUS (V.O.)
I'm not sure. But, if you don't want to find out, you better get out of there.

NEO
How?!

MORPHEUS (V.O.)
I can guide you out, but you have to do exactly what I say.

The agents are moving quickly towards the cubicle.

MORPHEUS (V.O.)
The cubicle across from you is empty.

NEO
But what if...?

MORPHEUS (V.O.)
Go! Now!

Neo lunges across the hall, diving into the other cubicle just as the agents turn into his row.

Neo crams himself into a dark corner, clutching the phone tightly to him.

MORPHEUS (V.O.)
Stay here for a moment.

The agents enter Neo's empty cubicle. A cop is sent to search the bathroom.

Morpheus' voice is a whisper in Neo's ear.

MORPHEUS (V.O.)
A little longer...

Brown is talking to the tall employee.

MORPHEUS (V.O.)
When I tell you, go to the end of the row to the first office on the left, stay as low as you can.

Sweat trickles down his forehead.

MORPHEUS (V.O.)
Now.

CONTINUED:

Neo rolls out of the cubicle, his eyes popping as he freezes right behind a cop who has just turned around.

Staying crouched, he sneaks away, down the row, SHOOTING across the opening to the first office on the left.

The room is empty.

MORPHEUS (V.O.)
Good. Now there is a window. Open it.

NEO
How do you know all this?

Morpheus laughs quietly.

MORPHEUS (V.O.)
The answer is coming, Neo.

He opens the window. The window howls into the room.

MORPHEUS (V.O.)
Outside, there's a scaffold. You can use it to get to the roof.

Leaning out the window, he sees that the scaffold is several offices away.

NEO
No! It's too far away.

MORPHEUS (V.O.)
There's a small ledge. It's a short climb. You can make it.

Neo looks down; the building's glass wall vertigos into a concrete chasm.

NEO
No way, no way, this is crazy.

MORPHEUS (V.O.)
Don't be controlled by your fear, Neo. There are only two ways out of this building. One is that scaffold. The other is in their custody. You take a chance either way. I leave it to you.

CLICK. He hangs up. Neo looks at the door, then back at the scaffold.

CONTINUED:

NEO
This is insane! Why is this happening to me? What did I do? I'm nobody. I didn't do anything. Fuck! Fuck! Fuck!

He climbs up onto the window ledge. Hanging onto the frame, he steps onto the small ledge.

The scaffold seems even farther away.

NEO
I'm going to die.

The WIND suddenly BLASTS up the face of the building, knocking Neo off balance. Recoiling, he clings harder to the frame, and the phone falls out of his hand.

He watches as it is swallowed by the distance beneath him.

NEO
This is insane. I can't do this! Forget it!

He climbs back into the office just as a cop opens the door.

NEO
I didn't do anything!

EXT. SKYSCRAPER

The agents lead a handcuffed Neo out of the revolving doors, forcing his head down as they push him into the dark sedan.

Trinity watches in the rear view mirror of her motorcycle.

TRINITY
Shit.

INT. INTERROGATION ROOM - CLOSE ON CAMERA MONITOR

A wide angle view of a white room where Neo is sitting at a table alone.

We MOVE INTO the monitor, ENTERING the room as if the monitor were a window.

At the same moment, the door opens and the agents enter.

CONTINUED:

Smith sits down across from Neo. A thick manila envelope slaps down on the table between them.

Neo glances at the name on the file: "Anderson, Thomas A."

AGENT SMITH
As you can see, we've had our eye on you for some time now, Mr. Anderson.

He opens the file. Paper rattle marks the silence as he flips several pages. Neo cannot tell if he is looking at the file or at him.

AGENT SMITH
It seems that you have been living two lives. In one life, you are Thomas A. Anderson, program writer for a respectable software company. You have a social security number, you pay your taxes and you help your land lady carry out her garbage.

The pages continue to turn.

AGENT SMITH
The other life is lived in computers where you go by the hacker alias Neo, and are guilty of virtually every computer crime we have a law for, including the unauthorized use of the D.M.V. system for the removal of automobile boots.

Neo feels himself sinking into a pit of shit.

AGENT SMITH
One of these lives has a future. One of them does not.

He closes the file.

AGENT SMITH
I'm going to be as forthcoming as I can be, Mr. Anderson. You are here because we need your help.

He removes his sunglasses; his eyes are an unnatural ice-blue.

CONTINUED:

AGENT SMITH
We know that you have been contacted by a certain individual. A man who calls himself Morpheus. Whatever you think you know about this man is irrelevant to the fact that he is wanted for acts of terrorism in more countries than any other man in the world. He is considered by many authorities to be the most dangerous man alive.

He leans closer.

AGENT SMITH
My colleagues believe that I am wasting my time with you, but I believe you want to do the right thing. It is obvious that you are an intelligent man, Mr. Anderson, and that you are interested in the future. That is why I believe you are ready to put your past mistakes behind you and get on with your life.

Neo tries to match his stare.

AGENT SMITH
We are willing to wipe the slate clean, to give you a fresh start and all we are asking in return is your cooperation in bringing a known terrorist to justice.

Neo nods to himself.

NEO
Yeah. Wow. That sounds like a real good deal. But I think I have a better one. How about I give you the finger --

He does.

NEO
And you can cram that file up your Secret Service sphincter.

Agent Smith puts his glasses back on.

AGENT SMITH
You disappoint me, Mr. Anderson.

CONTINUED:

NEO
You ain't seen nothing yet.

AGENT SMITH
The irony of your situation is that you have no choice.

NEO
You can't scare me with this gestapo crap. I know my rights. I want my phone call!

Agent Smith smiles.

AGENT SMITH
And tell me, Mr. Anderson, what good is a phone call if you are unable to speak?

The question unnerves Neo and strangely, he begins to feel the muscles in his jaw tighten.

The standing agents snicker, watching Neo's confusion grow into panic.

Neo feels his lips grow soft and sticky as they slowly seal shut, melding into each other until all trace of his mouth is gone.

Wild with fear, he lunges for the door but the agents restrain him, holding him in the chair.

AGENT SMITH
You are going to help us, Mr. Anderson, whether you want to or not.

Smith nods and the other two rip open his shirt.

From a case taken out of his suit coat, Smith removes a long, fiber-optic wire tap.

Neo struggles helplessly as Smith dangles the wire over his exposed abdomen. Horrified, he watches as the electronic device animates, become an organic creature that resembles a hybrid of an insect and a fluke worm.

Thin, whisker-like tendrils reach out and probe into Neo's navel. He bucks wildly as Smith drops the creature which looks for a moment like an uncut umbilical cord --

Before it begins to burrow, its tail thrashing as it worms its way inside.

INT. NEO'S APARTMENT - NIGHT

Screaming, Neo bolts upright in bed.

He realizes that he is home. Was it a dream? His mouth is normal. His stomach looks fine. He starts to take a deep, everything-is-okay breath, when --

The PHONE RINGS.

It almost stops his heart. It CONTINUES RINGING, building pressure in the room, forcing him up out of bed, sucking him in with an almost gravitational force.

He answers it, saying nothing.

MORPHEUS (V.O.)
This line is tapped, so I must be brief.

NEO
The agents --

MORPHEUS (V.O.)
They got to you first, but they've underestimated how important you are. If they knew what I know, you would probably be dead.

Neo feels sick.

MORPHEUS (V.O.)
I don't know what you are thinking right now but I want you to understand that I will not give up on you until you give up on me.

Neo's throat cracks, dry as the Sahara.

MORPHEUS (V.O.)
Do you still want to meet?

NEO
... Yes.

MORPHEUS (V.O.)
Take the Howard line south.

CLICK. He closes his eyes, unsure of what he has done.

EXT. EL TRAIN

An EL TRAIN RAGES against its metal rails.

INT. TRAIN

It is three a.m., and the train carries the usual urban night crawlers. Neo sits alone, eyes shifting, watching everything nervously.

There is a METAL BANG and TRAIN CLATTER fills the car as the door is opened.

Neo turns and sees a large man enter. He is wearing sunglasses and a black leather jacket. His name is APOC and he walks straight at Neo.

APOC
Come with me.

Neo stands just as the door at the opposite end opens and two police officers rush in, drawing their guns.

Apoc grabs Neo, muscling him to the nearest exit. There is no upcoming station.

Apoc yanks the emergency brake and the train buckles against its own speed. The cops are thrown back. Neo slams against the metal rail.

The doors open onto nothing and just when Neo regains his balance, Apoc shoves him backwards --

He flies out from the train, arms windmilling as he falls from the raised tracks --

Hurtling towards a busy city street when, out of nowhere, a truck races under him and --

He crashes into a large dumpster-bed filled with empty boxes.

INT. TRUCK BED

Still shaking his head, Neo realizes he is not alone. A man named Cable is aiming a big gun at him. Trinity is next to him, talking into a cellular phone.

TRINITY
We got him. Call the chop-shop.

She hangs up.

TRINITY
Listen to me, Neo. You have to trust us.

She tears off a long strip of black duct-tape and reaches for his face.

CONTINUED:

NEO
What are you doing?

TRINITY
This has to be done for your protection and ours.

She seals his eyes shut with the tape.

TRINITY
You can't understand right now, but if you're not one of us, you're one of them.

EXT. LOWER WACKER

A featureless black van glides up to a staircase that curls down from the city's surface.

Trinity guides the blind Neo down the steps. The back of the van slaps open, revealing a young, skinny man who looks to be still in his teens, wearing an outfit that is a cross between a surgeon and a telephone repair man.

His name is GIZMO and he smiles lewdly at Trinity, exposing his teeth that are wired with weird-looking braces.

GIZMO
Va va va voom. Still the hottest software around.

TRINITY
Hello, Gizmo.

Neo hears the voices around him.

GIZMO
This is really the guy? The guy that Morpheus thinks --

TRINITY
Yeah.

GIZMO
But he's so old.

TRINITY
Are you going to help us or aren't you?

CONTINUED:

GIZMO
Hacksaw. Load up the copper-top and let's get the hell outta here.

Hacksaw is a huge man in a leather welder's apron. He shoulders Neo and hauls him into the van.

A moment later the green lights of Lower Wacker curve over the tinted windshield as the van rushes through the underworld.

INT. VAN

The chop-shop is filled with electronic gadgets, wired to meters and monitors. There are shelves lined with medical supplies and rows of hanging tools, knives, cleavers, and stainless steel clamps.

Neo is strapped down to an ambulance cart, listening nervously as Gizmo gets to work.

GIZMO
Okay, first we take a little look under the hood.

He pulls up the goggles hanging at his neck and they blink to life with tiny halogen lights and lenses irising to varying levels of magnification.

GIZMO
You're going to feel a little prick.

He inserts acupuncture-like needles into Neo's lower abdomen. The needles are wired to video monitors. Hacksaw pilots the fiber-optic lens.

NEO
What are you doing?

TRINITY
We think you're bugged. We can't take you to Morpheus until you're clean.

GIZMO
There it is.

On a monitor, we see the bug nestled in among Neo's large intestines.

GIZMO
Hit him with 10 ccs of local.

CONTINUED:

Hacksaw loads a hypodermic needle and pumps an anesthetic around Neo's navel.

Using a device that looks like a miniature speculum, Gizmo inserts a knuckled dental pick. Typing into a calculator keypad wired to the pick, he automates the tip.

On the monitor, we watch it telescope out and the end separate into a tiny hooked, metal claw.

GIZMO
Here, kitty, kitty, kitty.

The claw snags hold of the bug.

GIZMO
Gotcha!

But the bug reacts violently. Neo screams as it wraps itself around the soft tissue web of intestine.

GIZMO
Shit.

TRINITY
What's happening?

GIZMO
I don't know. They've never done that before.

Neo writhes in pain.

GIZMO
Hold him down.

NEO
Jesus! God!

TRINITY
Do something!

GIZMO
I got it! Maybe we can stun it.

TRINITY
Are you crazy? That will kill him.

We watch Neo, who can't see what they are talking about.

CONTINUED:

GIZMO
It'll work. Come on, do it or Hacksaw will.

NEO
Do what?

The instant he hears the word, he knows.

TRINITY
Clear.

NEO
Oh, shit --

The cry is frozen in his mouth as the paddles hit his chest. Gizmo wrestles with the bug.

GIZMO
Hit him again!

Again, the electricity convulses through him as Gizmo yanks the speculum out.

GIZMO
Got it!

Trinity touches Neo, who is just beginning to breathe. She eases the tape off his eyes.

TRINITY
Neo, are you okay?

He nods.

TRINITY
It's over. We got it.

Hanging from the claw pick is the inanimate metal wire-tap.

GIZMO
Nasty little bugger, ain't it?

INT. HOTEL LAFAYETTE

The van stops in a deserted alley behind a forgotten hotel. The doors open and Trinity helps Neo get out.

TRINITY
Thanks for your help, Gizmo.

CONTINUED:

GIZMO
I just hope the man knows what he's doing.

She nods then climbs out of the van. Gizmo ogles the tight leather pants.

GIZMO
Goddamn, what I wouldn't give for a copy of that software.

Trinity turns around.

TRINITY
Gizmo, you don't have the hardware to handle this software.

He howls with adolescent laughter as the van pulls away. Trinity turns to Neo.

TRINITY
Let's go. He's waiting.

INT. HOTEL LAFAYETTE

It is a place of putrefying elegance, a rotting host of urban maggotry.

Trinity leads Neo from the stairwell down the hall of the thirteenth floor. They stop outside room 1313.

TRINITY
This is it.

Neo can hear his own heart pounding.

TRINITY
Let me give one piece of advice. Be honest. He knows more than you can possibly imagine.

INT. ROOM 1313

Across the room, a dark figure stares out the tall windows veiled with decaying lace. He turns and his smile lights up the room.

MORPHEUS
At last.

He wears a long black coat and his eyes are invisible behind circular mirrored glasses.

CONTINUED:

He strides to Neo and they shake hands.

MORPHEUS
Welcome, Neo. As you no doubt have guessed, I am Morpheus.

NEO
It's an honor.

MORPHEUS
Please. Come. Sit.

He nods to Trinity.

MORPHEUS
Thank you, Trinity.

She bows her head sharply and exits through a door to an adjacent room.

They sit across from one another in cracked, burgundy-leather chairs.

MORPHEUS
I imagine, right now, you must be feeling a bit like Alice, tumbling down the rabbit hole?

NEO
You could say that.

MORPHEUS
I can see it in your eyes. You have the look of a man who accepts what he sees because he is expecting to wake up.

A smile, razor-thin, curls the corner of his lips.

MORPHEUS
Ironically, this is not far from the truth. But I'm getting ahead of myself. Can you tell me, Neo, why are you here?

NEO
You're Morpheus, you're a legend. Most hackers would die to meet you.

MORPHEUS
Yes. Thank you. But I think we both know there's more to it than that. Do you believe in fate, Neo?

CONTINUED:

NEO
No.

MORPHEUS
Why not?

NEO
Because I don't like the idea that I'm not in control of my life.

MORPHEUS
I know exactly what you mean.

Again, that smile that could cut glass.

MORPHEUS
Let me tell you why you are here. You are here because you have the gift.

NEO
What gift?

MORPHEUS
I've watched you, Neo. You do not use a computer like a tool. You use it like it was part of yourself. What you can do inside a computer is not normal. I know. I've seen it. What you do is magic.

Neo shrugs.

NEO
It's not magic.

MORPHEUS
But it is, Neo. It is. How else would you describe what has been happening to you?

He leans forward.

MORPHEUS
We are trained in this world to accept only what is rational and logical. Have you ever wondered why?

Neo shakes his head.

CONTINUED:

MORPHEUS
As children, we do not separate the possible from the impossible which is why the younger a mind is the easier it is to free while a mind like yours can be very difficult.

NEO
Free from what?

MORPHEUS
From the Matrix.

Neo looks at his eyes but only sees a reflection of himself.

MORPHEUS
Do you want to know what it is, Neo?

Neo swallows and nods his head.

MORPHEUS
It's that feeling you have had all your life. That feeling that something was wrong with the world. You don't know what it is but it's there, like a splinter in your mind, driving you mad, driving you to me. But what <u>is</u> it?

The LEATHER CREAKS as he leans back.

MORPHEUS
The Matrix is everywhere, it's all around us, here even in this room. You can see it out your window, or on your television. You feel it when you go to work, or go to church or pay your taxes. It is the world that has been pulled over your eyes to blind you from the truth.

NEO
What truth?

MORPHEUS
That you are a slave, Neo. That you, like everyone else, was born into bondage...
(MORE)

CONTINUED:

MORPHEUS (CONT'D)
... kept inside a prison that you cannot smell, taste, or touch. A prison for your mind.

Outside, the WIND BATTERS a loose PANE of glass.

MORPHEUS
Unfortunately, no one can be told what the Matrix is. You have to see it for yourself.

NEO
How?

MORPHEUS
Hold out your hands.

In Neo's right hand, Morpheus drops a red pill.

MORPHEUS
This is your last chance. After this, there is no going back.

In his left, a blue pill.

MORPHEUS
You take the blue pill and the story ends. You wake in your bed and you believe whatever you want to believe.

The pills in his open hands are reflected in the glasses.

MORPHEUS
You take the red pill and you stay in Wonderland and I show you how deep the rabbit-hole goes.

Neo feels the smooth skin of the capsules, with the moisture growing in his palms.

MORPHEUS
Remember that all I am offering is the truth. Nothing more.

Neo opens his mouth and swallows the red pill. The Cheshire smile returns.

MORPHEUS
Follow me.

He leads Neo into the other room, which is cramped with high-tech equipment, glowing ash-blue and electric green from the racks of monitors.

CONTINUED:

Trinity, Apoc and Cypher look up as they enter.

CYPHER
Shit.

TRINITY
I knew he would.

Cypher saddles up to Morpheus, talking in a hushed tone away from Neo.

CYPHER
Morpheus, I know what you believe but I think this is a mistake. We're rushing him. He's old. I'm afraid he might pop.

MORPHEUS
Haven't I always told you, Cypher, not to let fear control your life. Apoc, are we on-line?

Neo recognizes the large man from the El train.

APOC
Almost.

He and Trinity are working quickly, hardwiring a complex system of monitors, modules and drives.

NEO
Apoc? You wrote the Four Horseman Virus.

APOC
That's right.

MORPHEUS
Neo, time is always against us. Will you take a seat there?

In the center of the room sits a chair. Near the chair is an old oval dressing mirror that is cracked.

MORPHEUS
I imagine you know something about virtual reality.

Neo sits and Trinity begins gently fixing white electrode disks to his head, arms, and the back of his neck.

NEO
A little.

CONTINUED:

MORPHEUS
Tell me about it.

NEO
Essentially, it's a hardware system that uses an apparatus; headgear, gloves and whatever to make you feel that you are in a computer program.

MORPHEUS
If the virtual reality apparatus, as you called it, was wired to all of your senses and controlled them completely, would you be able to tell the difference between the virtual world and the real world?

NEO
You might not, no.

MORPHEUS
No, you wouldn't.

Neo whispers to Trinity.

NEO
You did all this?

She nods, placing a set of headphones over his ears. They are wired to an old hotel phone.

MORPHEUS
The pill you took is part of a trace program. It's going to make things feel a bit strange.

Distantly, through the ear phones, he hears Apoc POUNDING on a KEYBOARD. Sweat beads his face. His eyes blink and twitch when he notices the mirror.

Wide-eyed he stares as it begins to heal itself, a webwork of cracks that slowly run together as though the mirror were becoming liquid.

NEO
Shit...

Cypher works with Apoc checking reams of phosphorescent data. Trinity monitors Neo's electric vital signs.

Neo reaches out to touch the mirror and his fingers disappear beneath the rippling surface.

CONTINUED:

Quickly, he tries to pull his fingers out but the mirror stretches in long rubbery strands like mirrored-taffy stuck to his fingertips.

NEO
What is this? Mescaline?

MORPHEUS
Just relax, Neo.

The strands thin like rubber cement as he pulls away, until the fragile wisps of mirror thread break.

With the TINKLING of GLASS, shimmering snowflakes of electric-blinking mercury fall, hit the ground, and fade.

He looks at his hand; fingers distended into mirrored icicles that begin to melt rapidly, dripping, running like wax down his fingers, spreading across his palms where he sees his face reflected.

NEO
Uh-oh...

TRINITY
It's going into replication.

MORPHEUS
Apoc?

APOC
Still nothing.

Morpheus takes out a cellular phone and dials a number.

MORPHEUS
Tank, we're going to need the signal soon. Stay calm, Neo.

The mirror gel seems to come to life, racing, crawling up his arms like hundreds of insects.

NEO
It's cold.

The mirror creeps up his neck as Neo begins to panic, tipping his head as though he were sinking into the mirror, trying to keep his mouth up.

NEO
It's all over me --

Morpheus is right next to him with the phone.

CONTINUED:

TRINITY
I got a fibrillation!

CYPHER
I knew it, I knew it...

MORPHEUS
Shit! Apoc?

Streams of mercury run from Neo's nose.

APOC
Targeting... almost there.

An ALARM on Trinity's monitor ERUPTS.

TRINITY
He's going into arrest!

CYPHER
He's gonna pop!

APOC
Lock! I got him!

MORPHEUS
Now, Tank now!

His eyes tear with mirror, rolling up and closing as a high-pitched ELECTRIC SCREAM ERUPTS in the headphones --

It is a piercing SHRIEK like a computer calling to another computer --

Neo's body arches in agony and we are pulled like we were pulled into the holes of the phone --

Sucked into his SCREAM and swallowed by darkness.

INT. POWER PLANT - CLOSE ON MAN'S BODY

floating in a womb-red amnion.

His body spasms, fighting against the thick gelatin.

Metal tubes, surreal versions of hospital tubes, obscure his face. Other lines like IVs are connected to limbs and cover his genitals.

He is struggling desperately now. Air bubbles into the Jell-O but does not break the surface.

CONTINUED:

Pressing up, the surface distends, stretching like a red rubber cocoon.

Unable to breathe, he fights wildly to stand, clawing at the thinning elastic shroud --

Until it ruptures, a hole widening around his mouth as he sucks for air. Tearing himself free, he emerges from the cell.

It is Neo.

He is bald and naked, his body slick with gelatin. Dizzy, nauseous, he waits for his vision to focus.

He is standing in an oval capsule of clear alloy filled with red gelatin, the surface of which has solidified like curdled milk.

The IVs in his arms are plugged into outlets that appear to be grafted to his flesh.

He feels the weight of another cable and reaches to the back of his head where he finds an enormous coaxial plugged and locked into the base of his skull.

He tries to pull it out but it would be easier to pull off a finger.

To either side he sees other tube-shaped pods filled with red gelatin; beneath the wax-like surface, pale and motionless, he sees other human beings.

Fanning out in a circle, there are more. All connected to a center core, each capsule like a red, dimly glowing petal attached to a black metal stem.

Above him, level after level, the stem rises seemingly forever. He moves to the foot of the capsule and looks out.

The image assaults his mind.

Towers of glowing petals spiral up to incomprehensible heights, disappearing down into a dim murk like an underwater abyss.

His sight is blurred and warped, exaggerating the intensity of the vision. The sound of the PLANT is like the sound of the ocean heard from inside the belly of Leviathan.

CONTINUED:

Below Neo, a petal detaches from the stem, bearing away the body of an old man like an automated barge even as a new pod rises up and plugs itself into the empty space.

Inside the new capsule, its surface more translucent and pinkish in color, Neo sees a small baby.

From above, a machine drops directly in front of Neo.

He swallows his scream as it seems to stare at him.

It is almost insect-like in its design; beautiful housings of alloyed metal covering organic-like systems of hard and soft polymers.

A black particle beam washes over Neo, he reacts in pain as the scanner seems to expose the nervous system wired to the coaxial cable at his cerebral cortex.

At the back of the neck, the cable lock spins and opens, disengaging.

The cable pulls itself free, a long clear plastic needle and cerebrum-chip slides from the anterior of Neo's skull with an ooze of blood and spinal fluid. The other connective hoses snap free and snake away as --

The back of the unit opens and a tremendous vacuum, like an airplane door opening, sucks the gelatin and then Neo into a black hole.

INT. WASTE LINE

The pipe is a waste disposal system and Neo falls, sliding with the clot of gelatin.

Banking through pipe spirals and elbows, flushing up through grease traps clogged with oily clumps of cellulite.

Neo begins to drown when he is suddenly snatched from the flow of waste.

The metallic cable then lifts, pulling him up into the belly of the futuristic flying machine, hovering inside the sewer main line.

INT. HOVERCRAFT

The metal harness opens and drops the half-conscious Neo onto the floor.

CONTINUED:

Human hands and arms help him up as he finds himself looking straight at Morpheus.

Trinity and Apoc. And others, dressed in bizarre, high-tech combat gear.

Morpheus smiles.

MORPHEUS
Welcome to the real world, Neo.

Neo passes out.

FADE TO BLACK.

We have no sense of time. We hear VOICES whispering.

MAN (O.S.)
Do you think Morpheus is right?
Do you think he could be the One?

WOMAN (O.S.)
It doesn't matter now. But if he's wrong...

FADE IN:

NEO'S POV

Neo's eyes flutter open. We see Trinity's face above us, angelic in the fluorescent glow of a light stick.

ANGLE ON NEO

NEO
... am I dead?

TRINITY
Far from it.

FADE TO BLACK.

FADE IN:

ANGLE ON NEO

He opens his eyes again, something tingling through him. He focuses and sees his body pierced with dozens of acupuncture-like needles wired to a strange device.

(CONTINUED)

CONTINUED:

DOZER
He needs a lot of work.

MORPHEUS
I know.

Dozer and Morpheus are operating on Neo.

NEO
What are you doing?

MORPHEUS
Your muscles have atrophied.
We're rebuilding them.

Fluorescent light sticks burn unnaturally bright.

NEO
Why do my eyes hurt?

MORPHEUS
You've never used them before.

Morpheus takes his sunglasses off and puts them on Neo. Neo lays back.

MORPHEUS
Rest, Neo. The answers are coming.

INT. NEO'S ROOM

Neo wakes up from a deep sleep, feeling better. He is wearing a black tank top and shorts.

He begins to examine himself. There is a futuristic IV plugged into the jack in his forearm. He pulls it out, staring at the grafted outlet.

He feels his bald head. His fingers find and explore the large outlet in the base of his skull.

Just as he starts to come unglued, Morpheus opens the door.

NEO
Morpheus, what's happened to me?
What is this place?

MORPHEUS
More important than what is when?

CONTINUED:

NEO
When?

MORPHEUS
You believe the year is 1997 when in fact it is much closer to 2197. I can't say for certain what year it is because we honestly do not know.

The wind is knocked from Neo's chest.

NEO
That's not possible.

MORPHEUS
I promised you the truth, Neo, and the truth is that the world you were living in was a lie.

NEO
How?

MORPHEUS
I'll show you.

INT. HOVERCRAFT

Like a sleepwalker, Neo follows Morpheus through the ship.

MORPHEUS
This is my ship, the Nebuchadnezzar. It's a hovercraft. Small like a submarine. It's dark. It's cramped and cold. But it's home.

They climb a ladder up to the main deck.

INT. MAIN DECK

Everyone is there.

MORPHEUS
This is the main deck. You know most of my crew.

Trinity smiles and nods.

CONTINUED:

MORPHEUS
The ones you don't know. That's Mouse and Switch. The two big guys are Tank and Dozer.

The names and faces wash meaninglessly over Neo.

MORPHEUS
And this, this is the Core. This is where we broadcast our pirate signal and hack into the Matrix.

It is a swamp of bizarre electronic equipment. Vines of coaxial hang and snake to and from huge monolithic battery slabs, a black portable satellite dish and banks of life systems and computer monitors.

At the center of the web, there are six ectoskeleton chairs made of a poly-alloy frame and suspension harness.

Near the circle of chairs is the control console and operator's station where the network is monitored.

MORPHEUS
Help him, Trinity.

Neo allows himself to be helped into one of the chairs.

MORPHEUS
Do you remember when I asked you about an apparatus that could turn a virtual reality into reality?

Neo nods.

MORPHEUS
It's right here.

He touches Neo's head.

MORPHEUS
And it's accessed here.

Neo feels Morpheus guiding a coaxial line into the jack at the back of his neck. The cable has the same kind of cerebellum chip we saw inside the plant.

MORPHEUS
This will feel a little weird.

There are several disturbing NOISES as he works the needle in.

CONTINUED:

We MOVE IN as Neo's shoulders bunch and his face tightens into a grimace until a loud CLICK fires and his ears pop like when you equalize them underwater.

He relaxes, opening his eyes as we pull back to a feeling of weightlessness inside another place --

INT. CONSTRUCT

Neo is standing in an empty, blank-white space.

MORPHEUS
This is the Construct.

Startled, Neo whips around and finds Morpheus now in the room with him.

MORPHEUS
It is our loading program. We can load anything from clothes, to weapons, to training simulations. Anything we need.

Morpheus walks past Neo and when Neo turns he sees the two leather chairs from the hotel set up in front of a large-screen television.

MORPHEUS
Sit down.

Neo stands at the back of the chair as Morpheus sits.

NEO
Right now, we're inside a computer program?

MORPHEUS
Wild, isn't it?

Neo's hands run over the cracked leather.

NEO
This isn't real?

MORPHEUS
What is real? How do you define real? If you're talking about your senses, what you feel, taste, smell, or see, then all you're talking about are electrical signals interpreted by your brain.

CONTINUED:

He picks up a remote control and clicks ON the TELEVISION. We drift through the Windy City circa 1996.

MORPHEUS
This is the Chicago you know. Chicago as it was at the end of the twentieth century. This Chicago exists only as part of a neural-interactive simulation that we call the Matrix.

We GLIDE AT the television as he changes the channel.

MORPHEUS
You have been living inside Baulliaurd's vision, inside the map, not the territory. This is Chicago as it exists today.

The sky is an endless sea of black and green bile. The earth, scorched and split like burnt flesh, spreads out beneath us as we ENTER the television.

MORPHEUS
'The desert of the real.'

In the distance, we see the ruins of a future Chicago protruding from the wasteland like the blackened ribs of a long-dead corpse.

MORPHEUS
We are, right now, miles below the earth's surface. The only place humans can survive outside the Matrix is underground.

Still MOVING, we TURN and find Neo and Morpheus; the chairs now sitting in the middle of the black desert. Dizzy, Neo holds onto the chair.

NEO
What happened?

MORPHEUS
It started early in the twenty-first century, with the birth of artificial intelligence, a singular consciousness that spawned an entire race of machines.

In his sunglasses, we see storm clouds gather.

CONTINUED:

MORPHEUS
At first all they wanted was to be treated as equals, entitled to the same human inalienable rights. whatever they were given, it was not enough.

In the circular window of his glasses, EXPLOSIONS light up a bloody battle field.

MORPHEUS
We don't know who struck first. Us or them. But sometime at the end of the twenty-first century the battle was joined.

We MOVE INTO his glasses and the war surrounds us.

MORPHEUS
The war raged for generations and turned the face of our planet from green and blue to black and red.

At last we see the Sentinels; killing machines that are at once terrifying and beautiful. They have an organic architecture like a microbiotic organism, that is perpetually in motion.

The Sentinel cracks the body armor of a soldier, splitting open the soft, steaming meat inside.

MORPHEUS
It scorched and burned the sky. Without the sun, the machines sought out a new energy source to survive.

The Sentinel looks up, as heat lightning of black ink bursts against the sky, spreading into a permanent cloud of stain.

MORPHEUS
They discovered a new form of fusion. All that was required to initiate the reaction was a small electric charge. Throughout human history we have been dependent on machines to survive. Fate, it seems, is not without a sense of irony.

We return to the power plant that Neo escaped from where we see human beings looking almost blissful in their gelatin cocoons.

CONTINUED:

MORPHEUS
The human body generates more bio-electricity than a 120-volt battery and over 25,000 B.T.U.'s of body heat.

Outside, spreading all around the power plant, beneath a breathing greenhouse, are the growing fields.

MORPHEUS
We are, as an energy source, easily renewable and completely recyclable, the dead liquified and fed intravenously to the living.

Huge farm-like reapers are harvesting the crop.

MORPHEUS
All they needed to control this new battery was something to occupy our mind.

We see inside a clear tubular husk. Floating in viscous fluid, there is a human fetus; its soft skull already growing around the brain-jack.

MORPHEUS
And so they built a prison out of our past, wired it to our brains and turned us into slaves.

We PULL BACK to find the image is now on the television and we are again inside the white space of the Construct.

NEO
No! I don't believe it! It's not possible!

MORPHEUS
I didn't say that it would be easy, Neo. I just said that it would be the truth.

The room without walls begins to spin.

NEO
Stop! Let me out! I want out!

INT. MAIN DECK

His eyes snap open and he thrashes against the chair, trying to rip the cable from the back of his neck.

CONTINUED:

NEO
Get this thing out of me!

TRINITY
Easy, Neo. Easy.

Dozer holds him while Trinity unlocks it. Once it's out, he tears away from them, falling as he trips free of the harness.

NEO
Don't touch me! Get away from me!

On his hands and knees, he reels as the world spins. Sweat pours off him as a pressure builds inside his skull as if his brian had been put into a centrifuge.

CYPHER
He's going to pop!

Vomiting violently, Neo pitches forward and blacks out.

INT. NEO'S ROOM

He blinks, regaining consciousness. The room is dark. Neo is stretched out on his bed.

NEO
I can't go back, can I?

Morpheus sitting like a shadow on a chair in the far corner.

MORPHEUS
No. But if you could, would you really want to?

Neo isn't sure of that answer.

MORPHEUS
I feel that I owe you an apology. There is a rule that we do not free a mind once it reaches a certain age. It is dangerous. They have trouble letting go.. Their mind turns against them. I've seen it happen. I broke the rule because I had to.

He stares into the darkness, confessing as much to himself as Neo.

(CONTINUED)

CONTINUED:

MORPHEUS
When the Matrix was first built there was a man born inside that had the ability to change what he wanted, to remake the Matrix as he saw fit. It was this man that freed the first of us and taught us the secret of the war; control the Matrix and you control the future.

He pauses.

MORPHEUS
When he died, the Oracle at the temple of Zion prophesied his return and envisioned an end to the war and freedom for our people. That is why there are those of us that have spent our entire lives searching the Matrix, looking for him.

Neo can feel his eyes on him.

MORPHEUS
I did what I did, because I believe we have been brought here for a reason, Neo. You are here to serve a purpose, just as I am here to serve mine.

NEO
I told you I don't believe in fate.

Morpheus smiles, leaning towards him.

MORPHEUS
But I do, Neo. I do.

He stands up.

MORPHEUS
Get some rest. You're going to need it.

NEO
For what?

MORPHEUS
Your training.

INT. HOVERCRAFT

There is no morning; there is only darkness and then the fluorescent light sticks flicker on.

INT. NEO'S ROOM

Neo is awake in his bed, staring up at the lights. The door opens and TANK steps inside.

TANK
Morning. Did you sleep?

NEO
No.

TANK
You will tonight. I guarantee it. I'm Tank. I'll be your operator.

He offers his hand and Neo shakes it. He notices that Tank doesn't have any jacks.

NEO
You don't have...

TANK
Any holes? Nope. Me and my brother Dozer, we are 100 percent pure, old fashioned, home-grown human. Born free. Right here in the real world. Genuine child of Zion.

NEO
Zion?

TANK
Zion is the place, man. You'll see it one day. Last human city. All we got left.

Tank smiles.

TANK
Goddamn, I got to tell you I'm fairly excited to see what you are capable of. I mean if Morpheus is right and all. We're not supposed to talk about any of that, but if you are, well then this is an exciting time. We got a lot to do so let's get to it.

INT. MAIN DECK

Neo is plugged in, hanging in one of the suspension chairs.

TANK
We're supposed to load all these operations programs first, but this is some major boring shit. Why don't we start something a little fun?

Tank smiles as he plops into his operator's chair. He begins flipping through a tall carousel loaded with micro discs.

TANK
How about some combat training?

Neo reads the label on the disk.

NEO
Jujitsu? I'm going to learn jujitsu?

Tank slides the disk into Neo's supplement drive.

NEO
No way.

Smiling, Tank punches the "load" code.

His body jumps against the harness as his eyes clamp shut. The monitors kick wildly as his heart pounds, adrenaline surges, and his brain sizzles.

An instant later his eyes snap open.

NEO
Holy shit!

TANK
Hey, Mikey, he likes it! Ready for more?

NEO
Hell yes!

INT. MAIN DECK - CLOSE ON COMPUTER MONITOR - LATER

as grey pixels slowly fill a small, half-empty box. It is a meter displaying how much download time is left.

CONTINUED:

The title bar reads: "Combat Series 10 of 12," file categories flashing beneath it: Savate, Jujitsu, Ken Po, Drunken Boxing...

Morpheus walks in.

MORPHEUS
How is he?

Tank looks at his watch, rubs his eyes.

TANK
Ten hours straight. He's a machine.

Neo's body spasms and relaxes as his eyes open, breath hissing from his lips. He looks like he just orgasmed.

He looks at Morpheus.

NEO
This is incredible. I know Kung Fu.

Morpheus sits in the drive chair next to him. He nods to Tank.

MORPHEUS
Show me.

INT. DOJO

They are standing in a very sparse Japanese-style dojo.

MORPHEUS
This is a sparring program, similar to the programmed reality of the Matrix. Consider this your first lesson.

He assumes a fighting stance.

MORPHEUS
Attack me.

Neo assumes a similar stance, cautiously circling until he gives a short cry and launches a furious attack.

It is like a Jackie Chan movie at high speed, fists and feet striking from every angle as Neo presses his attack --

But each and every blow is blocked by effortless speed.

INT. MAIN DECK

While their minds battle in the programmed reality, the two bodies appear quite serene, suspended in the drive chairs.

Tank monitors their life systems, noticing that Neo is wildly and chaotically lit up as opposed to the slow and steady rhythm of Morpheus.

INT. MESS HALL

Dinner is up. Everyone is eating bowls of single-cell protein. It has a cottage cheese consistency.

MOUSE bursts in the room.

MOUSE
Morpheus is fighting Neo!

All at once they bolt for the door.

INT. DOJO

Neo's face is knotted, teeth clenched, as he hurls himself at Morpheus.

MORPHEUS
Good. Adaption. Improvisation. But your weakness isn't your technique.

Morpheus attacks him and it is like nothing we have seen. His feet and fists are everywhere taking Neo apart. For every blow Neo blocks, five more hit their marks until --

Neo falls.

Panting, on his hands and knees, blood spits from his mouth speckling the white floor of the Dojo.

MORPHEUS
How did I beat you?

NEO
You -- You're too fast.

MORPHEUS
Do you think my being faster, stronger has anything to do with my muscles in this place?

Neo is frustrated, still unable to catch his breath.

CONTINUED:

MORPHEUS
Do you believe that's air you are breathing now?

Neo squints at him.

MORPHEUS
If you can free your mind, the body will follow.

Neo stands, nodding.

MORPHEUS
Again.

Their fists fly with pneumatic speed.

INT. MAIN DECK

Everyone is gathered behind Tank, watching the fight, like watching a game of Mortal Combat.

CABLE
Jeezus Keerist! That boy is fast!

MOUSE
You ever seen anyone that fast that soon, Tank?

TANK
Never.

APOC
Morpheus is right. He's got to be the one.

INT. DOJO

The speed of the blows rises like a drum solo that seems impossible to sustain. Neo's face sheds its mask of calm with a scream.

He wants to beat Morpheus bad.

Finally a single blow catches Morpheus on the side of the head, knocking his glasses off.

INT. MAIN DECK

There are several gasps.

MOUSE
I don't believe it!

INT. DOJO

Morpheus rubs his face.

MORPHEUS
You are angry with me.

Neo pants.

NEO
I, uh... maybe.

MORPHEUS
It's all right. It's natural.

NEO
I feel better.

MORPHEUS
Good, good. Anger is a gift, Neo, but it's a heavy one.

Morpheus smiles.

MORPHEUS
Tank, load the jump program.

Neo straightens as the dojo DISSOLVES away like a curtain lifting, leaving the two men now standing on a building rooftop in a city skyline.

MORPHEUS
You have to learn to let go of that anger. You must let go of everything.

A WIND HOWLS, whipping Morpheus' long coat to the side.

MORPHEUS
You must empty yourself to free your mind.

Morpheus spins, running hard at the edge of the rooftop. And jumps. He sails through the air, his coat billowing out behind him like a cape --

Somersaults once and lands on the rooftop across the street.

NEO
Shit.

Neo looks down at the street twenty floors below, then at Morpheus an impossible fifty feet away.

CONTINUED:

NEO
Okie dokie.

He takes a deep breath.

NEO
Yeah. Free my mind. Right. No problem.

He concentrates. Runs.

INT. MAIN DECK

They are transfixed.

CABLE
He's gonna make it.

APOC
No way. Not possible.

MOUSE
No one's ever made their first jump.

SWITCH
What if he does?

APOC
He won't.

TANK
It's never been done.

Trinity stares at the screen, her fists clenching as she whispers.

TRINITY
Come on.

EXT. ROOFTOP

Summoning every ounce of strength in his legs, Neo launches himself into the air in a single maniacal shriek --

But comes up drastically short.

His eyes widen as he plummets. Stories fly by, the ground rushing up at him, but as he hits --

The ground gives way, stretching like a trapeze net.

CONTINUED:

He bounces and flips, slowly coming to a rest, flat on his back.

He laughs, a bit unsure, wiping the wind-blown tears from his face.

Morpheus exits the building and helps him to his feet.

MORPHEUS
Everyone falls the first time.

Neo nods quietly.

MORPHEUS
If you never know failure, how can you know success?

INT. MAIN DECK

They break up.

MOUSE
What does it mean?

CABLE
It doesn't mean anything.

CYPHER
Everyone falls, right, Trinity?

But Trinity has left.

Neo's eyes open as Tank eases the plug out. He tries to move and groans, cradling his ribs.

While Tank helps Morpheus, Neo spits blood into his hand.

NEO
I thought it wasn't real.

Neo stares at the blood.

NEO
If you are killed in the Matrix, you die here?

MORPHEUS
The body cannot live without the mind.

INT. NEO'S ROOM

Trinity enters from the hall, carrying a tray of food.

CONTINUED:

TRINITY
Neo, I saved you some dinner --

She sees him passed out on the bed. She sets the tray down and pulls the blanket over him.

She pauses, her face close to his, then inhales lightly, breathing in the scent of him before slowly pulling away.

It seems the moment she closes the door, he wakes with a start, unsure of where he is. After a moment, he gets out of bed.

INT. HALL

The ship is quiet and dark. Everyone is asleep.

INT. MAIN DECK

The core glows with monitor light. Cypher is in the operator's chair as Neo comes up behind him.

CYPHER
Whoa! Shit, Neo, you scared the bejeezus out of me.

NEO
Sorry.

CYPHER
No, it's all right.

NEO
What are you doing?

CYPHER
Midnight watch.

Neo's eyes light up as he steps closer to the screens that seem alive with a constant flow of data.

NEO
Is that...?

CYPHER
The Matrix? Yeah.

The monitors are packed with bizarre codes and equations.

CYPHER
You want a drink?

CONTINUED:

He pours Neo a drink from a large plastic jug.

CYPHER
I'll tell you, I feel for you, man. I really do. Most of us were still young, just punks, when Morpheus jacked us. But you, you had a real life.

Neo takes a sip and it almost kills him. Cypher pounds on his back.

CYPHER
Good shit, huh? Dozer makes it. It's good for two things: degreasing engines and killing brain cells.

Red-faced, Neo finally stops coughing.

CYPHER
Did he tell you why he did it?

Neo nods.

CYPHER
I'll be the didn't tell you that this wasn't the first time he thought he found the One.

Neo shakes his head as Cypher fills his cup and laughs.

CYPHER
Let me give you a piece of advice. Between you and me, if Morpheus says you can fly, I wouldn't go jumping out any windows to find out if he's right. Understand?

Cypher raises his drink. Neo swallows another throat-scorching mouthful.

CYPHER
Welcome to the real world!

INT. RESTAURANT (MATRIX) - NIGHT

CHAMBER MUSIC and the ambiance of wealth soak the room as we watch a serrated knife saw through a thick, gorgeous steak.

CONTINUED:

CYPHER
That's what he said to me nine years ago.

The meat is so perfect, charred on the outside, oozing red juice from the inside, that it could be a dream.

CYPHER
The real world. Ha, what a joke.

We recognize the grating voice, the insidious laugh.

CYPHER
You know what real is? I'll tell you what real is.

A fork stabs the cube of meat and we FOLLOW it UP TO the face of Cypher.

CYPHER
Real is just another four-letter word.

He laughs, shoving the steak into his mouth.

The restaurant is located on the top floor of a Chicago skyscraper where the view is breathtaking and the menu has no prices.

Sitting across from Cypher is Agent Smith.

AGENT SMITH
Do we have a deal, Mr. Reagan?

Cypher chews the steak loudly, smacking it between his teeth.

CYPHER
Mmm, so, so fucking good.

Smith watches him shovel another hunk of meat into his mouth.

CYPHER
You know, I know that this steak doesn't exist. I know when I put it in my mouth, the Matrix is telling my brain that it is juicy and delicious. After nine years, do you know what I've realized?

Pausing, he examines the meat skewered on his fork. He pops it in, eyes rolling up, savoring the tender beef melting in his mouth.

CONTINUED:

CYPHER
Ignorance is bliss.

AGENT SMITH
Then we have a deal?

CYPHER
I don't want to remember nothing. Nothing! You understand? And I want to be rich. Someone important. Like an actor. You can do that, right?

AGENT SMITH
Whatever you want, Mr. Reagan.

Cypher takes a deep drink of wine.

CYPHER
All right. You get my body back in a power plant, reinsert me into the Matrix and I'll get you what you want.

AGENT SMITH
Access codes to Zion.

CYPHER
I told you, I don't know them. But I can give you the man who does.

AGENT SMITH
Morpheus.

INT. MAIN DECK

Sweat dapples his lip as Neo snaps out of the construct coma.

NEO
Jeez, I was wondering about that.

TANK
What?

NEO
Why I was bald here but not in the Matrix.

TANK
R.S.I.

CONTINUED:

NEO
Residual self image.

TANK
Good. Now what's this?

He points to one of Neo's monitors.

NEO
Life systems monitor, glucose levels.

TANK
What's that?

NEO
Main power supply to the core.

He follows Tank to the operator's station where he points to a red key-switch.

TANK
How about this?

NEO
Mainframe self-destruct. Uses all remaining power to generate an... E.M.P?

TANK
Electromagnetic pulse. Our best weapon against the machines. The problem is if someone is still in the Matrix when that thing goes off, they're not coming back.

Neo nods as Morpheus comes up behind them.

MORPHEUS
How's he doing?

TANK
We just finished the operation programs and he's showing great retention.

MORPHEUS
Good. I want everyone alerted to 12-hour stand-by. We're going in. Neo, it's time for you to know why you're here.

Morpheus walks away.

CONTINUED:

NEO
What's he talking about?

TANK
He's taking you into the Matrix to see her.

NEO
See who?

TANK
The Oracle.

Neo looks down at the monitor teeming with Matrix data that seems to coalesce, equations giving way to images as a METAL SCREAM RISES BECOMING --

EXT. CHICAGO (MATRIX) - DAY

An El train.

INT. HOTEL LAFAYETTE (MATRIX) - DAY

The room is empty, heavy curtains covering windows. It looks as if it hasn't been touched in years. In the bedroom with the cracked oval mirror, and old black PHONE begins to RING.

In the mirror, we first glimpse them and as we keep TURNING, the room fills with equipment and the team.

Morpheus answers the phone.

MORPHEUS
We're in.

He hangs up.

MORPHEUS
Mouse and Cable hold the exit. Let's go.

INT. STAIRWELL (MATRIX) - DAY

Neo follows the others down the stairwell that winds around an antique elevator shaft.

NEO
Did you have to do this?

CONTINUED:

TRINITY
Yeah.

NEO
What did she tell you?

TRINITY
Lots of things.

NEO
Any of them true?

Trinity looks at him, then looks away.

TRINITY
Some of them.

GIZMO
Were they good or bad?

TRINITY
There's no point in worrying. Whatever is going to happen is going to happen.

They cross the old lobby. Switch and Apoc stop at the doors.

MORPHEUS
We should be back in an hour.

EXT. HOTEL LAFAYETTE (MATRIX) - DAY

Neo squints into the sun that seems unnaturally bright. He is the only one without sunglasses.

MORPHEUS
Do you now understand what it means when we say, if you're not one of us, you're one of them?

NEO
The agents. They're sentient programs. They can commandeer any software hardwired to the mainframe.

MORPHEUS
Anyone that is still in a power plant. That is why we try to be invisible in the Matrix.

CONTINUED:

NEO
The best hacking is always traceless.

Cypher and Trinity move away from them, securing the perimeter. As Cypher passes a garbage can, he surreptitiously drops something inside.

It is a cellular phone and we watch the blue display as the LINE CONNECTS.

An early 1970s, black Lincoln Continental emerges from a corrugated roll-up garage. Morpheus and Neo get in.

INT. LINCOLN CONTINENTAL (MATRIX) - DAY

An enormous man is waiting for them. A wad of chewing tobacco bulges his cheek. He spits into a Coke can.

MOJO
Morpheus, been a long time coming.

MORPHEUS
You're looking well, Mojo.

Mojo coughs a brown, cankerous laugh, juice speckling his chin and shirt. He stares at Neo.

MOJO
You bringing us geriatrics now, Morpheus?

He spits and laughs again.

MOJO
Guess you are looking for a miracle.

EXT. BAR (MATRIX) - DAY

The Continental pulls up to a bar in the kind of neighborhood where every corner has a pair of eyes.

INT. BAR (MATRIX) - DAY

A lightless, lower-class bar. No one enters that is not expected.

The front doors open in a brilliant burst of sunlight as Mojo leads Morpheus and Neo inside. Neo looks around, his eyes adjusting to the darkness.

CONTINUED:

Mojo talks to the bartender, then looks over.

MOJO
All right, it's cool. Go on back.

They weave their way to the back of the bar, the STICKY FLOOR SNAPPING under their FEET.

A monolith of a man rises from his stool as they walk up.

REX
You're late.

He moves to the side, opening the heavy iron door behind him. They descend the basement staircase toward the single bare bulb at the bottom, hanging above the only door.

INT. BASEMENT (MATRIX) - DAY

A high-tech laptop and modem are set up on a stack of milk crates. Neo waits as Morpheus types in a series of access codes. After a moment the screen blinks, "Welcome Morpheus."

Morpheus walks back to the same door they entered, but it now leads into --

INT. TEMPLE OF ZION (MATRIX) - DAY

The walls and floors are polished marble. Neo follows, his mouth agape.

NEO
What -- what happened?

MORPHEUS
This is the temple. It is a part of Zion's mainframe. It's hidden inside the Matrix so that we can access it.

Two PRIESTESSES are waiting in the antechamber.

PRIESTESS
Hello, Morpheus. We've been expecting you.

MORPHEUS
Okay, you're on your own. Go with them.

CONTINUED:

They take Neo by the arm, leading him down a hall into another room.

PRIESTESS
Wait here. Among the other Potentials.

INT. ROOM OF POTENTIALS (MATRIX) - DAY

Neo enters and finally understands the attention given to his age. The Potentials are all little children.

The room feels at once like a Buddhist temple and a kindergarten glass. The children's heads are either shaved or thick with dreadlocks. Some are playing, others meditating or practicing their gift.

Neo watches a little girl levitate wooden alphabet blocks. A skinny BOY holds a SPOON which sways like a blade of grass as he bends it with his mind.

Neo crosses to him, sits.

The Boy smiles as Neo picks up a spoon and tries to imitate him. Despite his best efforts, Neo cannot make it bend.

SPOON BOY
Your spoon does not bend because it is just that, a spoon. Mine behinds because there is no spoon, just my mind.

Neo watches as it curls into a knot.

SPOON BOY
Link yourself to the spoon. Become the spoon and bend yourself.

Neo nods, again holding up his spoon.

NEO
There is no spoon. Right.

He concentrates. The spoon begins to bend just as the Priestess touches his shoulder.

PRIESTESS
The Oracle will see you now.

Spoon Boy smiles.

INT. SHRINE (MATRIX) - DAY

Neo enters nervously. Beneath his feet is a path of the zodiac leading to marbled stairs that rise to a dais and a three-legged throne.

The throne is empty.

NEO
Hello?

A DISTANT FEMALE VOICE calls to him and he follows it up the stairs. At the top of the dais, he smells something cooking.

Following the scent, he moves behind the pillars where he finds an open door.

VOICE (O.S.)
Just come on in.

He walks through a vestibule where he sees a fabulous moonstone headdress and velvet robes. A second door leads into --

INT. ORACLE'S CHAMBERS (MATRIX) - DAY

It looks like a suburban tract house.

There is a lot of cozy furniture, a dining room hutch filled with china, shelves and tables crowded with doilies, knick-knacks and ceramic brick-a-brack.

Neo follows the plastic carpet runner to the kitchen.

A WOMAN is huddled beside the oven, peering inside through the cracked door.

NEO
Hello?

ORACLE (WOMAN)
I know. You're Neo. Be right with you.

NEO
You're the Oracle?

ORACLE
Bingo. I got to say I love seeing you non-believers. It's really a relief. All that pomp and circumstances just plain tucker me out. Almost done. Smell good, don't they?

CONTINUED:

NEO
Yeah.

ORACLE
I'd ask you to sit down, but you're not going to anyway. And don't worry about the vase.

NEO
What vase?

He turns to look around and his elbow knocks a VASE from the table. It BREAKS against the linoleum floor.

ORACLE
The vase.

NEO
Shit, I'm sorry.

She pulls out a tray of chocolate chip cookies and turns. She is an older woman, wearing big oven mitts, comfortable slacks and a print blouse. She looks like someone's grandma.

ORACLE
I said don't worry about it. I'll get one of my kids to fix it.

NEO
How did you know...?

She sets the cookie tray on a wooden hot-pad.

ORACLE
What's really going to bake your noodle later on is, would you still have broken it if I hadn't said anything.

Smiling, she lights a cigarette.

ORACLE
You're cuter than I thought. I see why she likes you.

NEO
Who?

ORACLE
Not too bright, though.

She winks.

CONTINUED:

ORACLE
You know why Morpheus brought you to see me?

NEO
I think so.

ORACLE
So? What do you think? You think you're the one?

NEO
I don't know.

She gestures to a wooden plaque, the kind every grandma has, except that the words are in Latin.

ORACLE
You know what that means? It's Latin. Means, 'Know thyself.'

She puts her cigarette down.

ORACLE
Well, let's have a look at you.

She widens his eyes, checks his ears, then feels the glands in his neck.

ORACLE
Open your mouth. Say, 'ahhh.'

She nods then looks at his palms.

ORACLE
Hmmm. You sure got the gift, but it's tricky. I'd say the bad news is, you're not the one. Still got a lot to learn. Maybe next life.

ORACLE
What's the good news?

ORACLE
Same as the bad news, you're not the one.

ORACLE
Is that it, then?

ORACLE
No. Here.

She picks up the tray of cooling cookies.

CONTINUED:

ORACLE
You better take a cookie. Got a big day ahead of you.

He eyes her, then takes a cookie.

ORACLE
Make a believer out of you yet.

INT. ANTECHAMBER (MATRIX) - DAY

Morpheus rises from a bench as the Priestess escorts Neo out. When they are alone, Morpheus puts his hand on Neo's shoulder.

MORPHEUS
You don't have to tell me anything, Neo, because I already know what she said.

NEO
You do?

MORPHEUS
I brought you so that you could hear it for yourself. I knew it would help.

Neo finishes his cookie.

MORPHEUS
No one will ever ask you because it is a gift from her. It is for you and you alone.

EXT. CITY STREET (MATRIX) - DAY

Storm clouds shroud the streets as the sky turns jaundice.

Cypher nervously glances down the surrounding streets. He notices several unmarked white vans.

He mops the sweat from his forehead, when Trinity sees the black Lincoln.

TRINITY
Here they come.

INT. MAIN DECK

In the hovercraft, we see the sweat rolling down Cypher's face and neck.

Tank is typing rapidly at the keyboard.

TANK
Weird. This area never has this much activity.

EXT. HOTEL LAFAYETTE (MATRIX) - DAY

Apoc opens the side door and they enter the hotel.

INT. ROOM 1313 (MATRIX) - DAY

Mouse's CELLULAR RINGS.

MOUSE
Welcome to Movie-Phone.

TANK (V.O.)
They're on their way.

MOUSE
Right.

The phone flips shut as he jumps up.

MOUSE
Let's get to work.

INT. HOTEL LAFAYETTE (MATRIX) - DAY

Light filters down the throat of the building through a caged skylight at the top of the open elevator shaft. Four figures glide up the dark stairs that wind around the antique elevator.

Neo notices a black cat, a yellow-green-eyed shadow that slinks past them and pads quickly down the stairs.

A moment later, Neo sees another black cat that looks and moves identically to the first one.

NEO
Whoa. Deja vu.

Those words stop the others dead in their tracks.

INT. MAIN DECK

The monitors suddenly glitch as though the Matrix had an electronic seizure.

TANK
Oh, shit! Oh, shit!

INT. HOTEL LAFAYETTE (MATRIX) - DAY

Trinity turns around, her face tight.

TRINITY
What did you just say?

NEO
Nothing. Just had a little deja vu.

TRINITY
What happened? What did you see?

ORACLE
A black cat went past us and then I saw another that looked just like it.

TRINITY
How much like it? Was it the same cat?

NEO
It might have been. I'm not sure.

Trinity looks at Morpheus, who listens quietly to the rasping breath of the old building.

NEO
What is it?

TRINITY
A deja vu is usually a glitch in the Matrix. It happens when they change something.

She also listens as the staccato BEAT of HELICOPTER BLADES GROW ominously LOUDER.

INT. MAIN DECK

Tank sees what was changed.

TANK
It's a trap!

INT. STAIRCASE (MATRIX) - DAY

Morpheus looks up the stairs as a helicopter shadow passes over the clouded glass.

MORPHEUS
Come on!

INT. ROOM 1313 (MATRIX) - DAY

Cable goes to the draped windows.

CABLE
Did you just feel something weird?

MOUSE
Yeah...

The CELLULAR RINGS.

INT. BASEMENT (MATRIX) - DAY

Heavy bolt-cutters snap through the main phone cable.

INT. ROOM 1313 (MATRIX) - DAY

Mouse answers the phone.

MOUSE
What's going on?

TANK (V.O.)
They cut the hard-line! It's a trap! Get out!

Cable yanks open the curtain.

CABLE
Oh, no.

The windows are bricked up.

INT. HALL (MATRIX) - DAY

The door to the roof explodes open as heavily-armed men rush towards room 1313.

INT. MAIN DECK

Tank watches helplessly.

CONTINUED:

TANK
No, no, no.

INT. ROOM 1313 (MATRIX) - DAY

The door slams open and the police force pours in, dozens of assault rifles surrounding Mouse and Cable who are armed with only handguns.

CABLE
Morpheus! It's a trap --

INT. STAIRS (MATRIX) - DAY

Morpheus stops as the scream is drowned by the REPORT of MACHINE GUNS filling the building with a terrible fury.

TRINITY
Oh, God.

INT. MAIN DECK

Mouse's body thrashes against its harness as --

INT. ROOM 1313 (MATRIX) - DAY

BULLETS POUND him against the blood-splattered brick window. Gun smoke thickens the room, Cable blasting and moving until --

The HAMMER CLICKS empty. He screams as a DOZEN GUNS OPEN FIRE, ripping him apart.

INT. MAIN DECK

Blood spits from Cable's mouth, his body spasming, then lying perfectly still.

The flat-line ALARM softly cries out from the life MONITORS of the two dead men.

EXT. HOTEL LAFAYETTE (MATRIX) - DAY

More police cars arrive as cops break open the lobby doors.

INT. STAIRWELL (MATRIX) - DAY

Flying downstairs, Morpheus stops, hearing the police swarming below. He turns and rushes down the hall of the eighth floor. At the end of it, he finds the bricked-up windows.

CYPHER
That's what they changed. We're trapped. There's no way out.

The sound of heavy BOOT-STEPS close around them with the mechanical sureness of a vice.

MORPHEUS
Give me your phone.

TRINITY
They'll be able to track it.

MORPHEUS
We have no choice.

INT. MAIN DECK

Tank answers the call.

MORPHEUS (V.O.)
Tank, find a structural drawing of this building and find it fast.

His fingers pound the keyboard.

INT. LAFAYETTE (MATRIX) - DAY

Flashlights probe the rotting darkness as the police search every floor.

INT. MAIN DECK

The diagram windows onto the screen.

TANK
Got it.

MORPHEUS (V.O.)
I need the main wet-wall.

INT. HALL (MATRIX) - DAY

Agent Smith pauses, his hand going to his earpiece.

INT. ROOM 808 (MATRIX) - DAY

Morpheus is guided by Tank.

TANK (V.O.)
Now left and that's it in front of you.

MORPHEUS
Good.

He cuts off the phone.

INT. HALL (MATRIX) - DAY

Agent Smith hears the LINE CLICK dead.

AGENT SMITH
Eighth floor. They're on the eighth floor.

INT. HALL (MATRIX) - DAY

Agent Brown hears Smith on his earphone.

AGENT BROWN
Eighth floor! Move!

INT. STAIRWELL (MATRIX) - DAY

Cops flood the eighth floor, rushing everywhere.

INT. ROOM 808 (MATRIX) - DAY

Several cops sweep through the room. It is empty. As they pass the bathroom, we see a man-sized hole smashed through the plaster and lathe.

INT. WALL (MATRIX) - DAY

They are inside the main plumbing wall, slowly worming their way down the greasy, black stack pipes.

Above them, light fills the hole they made to get inside.

INT. HALL (MATRIX) - DAY

Brown turns to Smith.

AGENT BROWN
Where are they?

INT. ROOM 608 (MATRIX) - DAY

The cops search in silence, straining for a clue, when one hears SOMETHING STRANGE near the bathroom.

INT. WALL (MATRIX) - DAY

Cypher has slipped and is wedged between the wall and several thick supply pipes.

INT. ROOM 608 (MATRIX) - DAY

The Cop leans in, his ear almost against the thin membrane of plaster separating them. He can hear WHISPERS, HISSES and a GRUNT when --

The WALL suddenly bulges, SHATTER-CRACKING as the Cop realizes --

COP
They're in the walls!

INT. WALL (MATRIX) - DAY

Neo pulls Cypher free just as the Cop OPENS FIRE --

BULLETS PUNCHING shafts of light like swords into the box of soot-black space.

INT. ROOM 608 (MATRIX) - DAY

The Cop keeps FIRING, his flashlight strapped to his gun barrel, lighting up the wall until --

A BULLET spits out his forehead. Agent Smith watches the BODY fall with a THUD.

AGENT SMITH
Are orders that hard to follow?
I'll say it again. Morpheus must
be taken alive. Understand?

INT. WALL (MATRIX) - DAY

They're almost falling, they're climbing so fast.

Above them, plaster is smashed open as crumbling bits shower down on them, filling the crawlway with dust.

INT. ROOM 608 (MATRIX) - DAY

Agent Smith looks into the open wall, at the exposed intestines of the building, and realizes where they are going.

AGENT SMITH
How like a rodent.

INT. WALL (MATRIX) - DAY

Just below, a RIFLE-BUTT SMASHES open the WALL, light raking across the lathe.

COP
I got him! I got him!

Trinity finds her gun first. BULLET-HOLES POP out the WALL as she STRAFES the room, sending cops diving for cover.

They continue, Trinity exposed for a moment, when a creeping cop smashes a fist through and grabs a fistful of her hair.

He starts to yank her out when Neo kicks, his boot bursting through plaster and splintering lathe, knocking the Cop out.

They then quickly sink out of sight.

INT. BASEMENT (MATRIX) - DAY

This part of the basement, a dark concrete cavern, was the main mechanical room. There are four enormous boilers, dinosaur-like technology that once pumped hot water like arteries.

Black and bloody, they squeeze out from the ceiling into the tangled web of pipes.

Their enemies are waiting for them.

Blinding lights cut open the darkness as gas-masked figures FIRE GRENADE LAUNCHERS.

Smoke blossoms from the green-metal canisters.

Morpheus never stops moving. Searching the floor, he finds what he needs; the cover of the catch basin.

Cypher watches him pry open the grate, when a gas can bounces near him.

(CONTINUED)

CONTINUED:

MORPHEUS
Come on!

Cypher seems to trip as the cloud envelops him.

INT. MAIN DECK

Cypher's body begins to shiver uncontrollably.

TANK
Nerve gas.

INT. BASEMENT (MATRIX) - DAY

Morpheus watches Cypher disappear into the smoke then follows the others down the wet-black hole.

INT. CATCH BASIN (MATRIX) - DAY

They crawl through greasy black water in a three foot diameter pipe that feeds into the sewer main.

INT. BASEMENT (MATRIX) - DAY

Gas-masked apparitions find the open hole.

EXT. HOTEL LAFAYETTE (MATRIX) - DAY

Cypher is carried out, hand-cuffed, his body still shaking, mucus bubbling out his nose. As he is led past Agent Smith, it almost seems that both men smile.

AGENT SMITH
We have them now.

INT. SEWER MAIN (MATRIX) - DAY

Neo punches out the screen and then spills down into the main water trough.

Oily water forms around them as they wade across the man-made underground river, towards the service catwalk.

Neo is about to pull himself out when he sees them coming.

Flashlights and laser sites sweep at them as cops in helmets and heavy armor, looking more machine than human, fill both ends of the tunnel.

CONTINUED:

There is a single manhole cover above them.

Morpheus whispers to Trinity.

MORPHEUS
You have to get Neo out. Understand? That's all that matters now.

TRINITY
Morpheus, don't --

MORPHEUS
He must get out. Do you understand me?

She nods.

A font of water erupts as Morpheus leaps for the manhole ladder, his coat flying open like the wings of a manta ray.

COPS
There he is! That's him!

Pools of light wash over him as he hauls himself to the surface.

COP
He's heading for the street!

Trinity urges the others to follow her. Grabbing Neo, they wade quietly away from the chaos.

EXT. STREET (MATRIX) - DAY

Morpheus shoots out of the sewer but the police are waiting for him. The closest cop is armed with a tranquilized gun. He fires --

But Morpheus is too fast, using the manhole cover as a shield, blocking the darts, then --

Frisbee-ing it into the cop's armored chest, knocking him off his feet.

The cops lunge at him but every part of his body is a deadly weapon moving with impossible speed.

It seems he might fight his way out when he throws a spinning back fist that is caught by --

Agent Smith.

CONTINUED:

AGENT SMITH
So, we meet at last.

MORPHEUS
And you are?

AGENT SMITH
Smith. I am Agent Smith.

MORPHEUS
You all look the same to me.

AGENT SMITH
I've been waiting for this moment.

Faster than a snake spits, Morpheus cracks Smith with a jaw-breaking right.

MORPHEUS
Oh, so have I.

Agent Smith smiles.

INT. SEWER MAIN (MATRIX) - DAY

Trinity leads the others, fading into the darkness of the tunnel, lit only with shafts of lights streaming through the street drains as we RISE TOWARDS them --

THROUGH a grate INTO the fight.

EXT. STREET (MATRIX) - DAY

Smith and Morpheus exchange a furious serious of blows that is witnessed but not believed by the surrounding police.

Agent Smith delivers a punishing kick that staggers Morpheus.

AGENT SMITH
You can't win.

Morpheus smiles.

MORPHEUS
I already have.

He stands up and drops his fists; a steely resolve in his eyes.

CONTINUED:

AGENT SMITH
Take him.

Cops swarm over Morpheus.

INT. MAIN DECK

Tank reaches out to the screen as if reaching for Morpheus.

TANK
No!

EXT. HOTEL LAFAYETTE (MATRIX) - DAY

Cuffed and beaten, Morpheus is thrown into a caged transport vehicle. The DOOR CLANGS shut.

Agent Jones finds Agent Smith.

AGENT JONES
The others were lost.

AGENT SMITH
You've taken care of Reagan?

Agent Jones nods.

AGENT SMITH
Then the others do not matter.

EXT. STREET (MATRIX) - DAY

A manhole cover cracks open. Two eyes peek out just as a TRUCK RATTLES over it. The THUNDER DOPPLERS AWAY and the cover opens.

Neo, Trinity, Switch and Apoc climb out. Trinity pulls a water-logged phone from her pocket.

TRINITY
We need a phone.

INT. MAIN DECK

Tank is again at the monitors, searching the Matrix.

TANK
We gotta find the others. They're still alive.

CONTINUED:

The PHONE RINGS.

TANK
Operator.

CYPHER (V.O.)
I need an exit! Fast!

TANK
Cypher? I thought they had you?

EXT. STREET (MATRIX) - DAY

Cypher is standing at a public phone. Across the street is the burning paddy wagon that appears to have collided with an oncoming car.

CYPHER
There was an accident. A fucking car accident. All of a sudden. Boom. They're all dead. I still got the shakes but, Jesus, someone's going to make a believer out of me.

INT. MAIN DECK

Dozer spots the wreck.

DOZER
There he is.

TANK
I got you.

CYPHER (V.O.)
Just get me outta here.

EXT. STREET (MATRIX) - DAY

TANK (V.O.)
Nearest exit is Franklin and Erie. An old appliance store.

Cypher hangs up and smiles as the fire trucks arrive.

CYPHER
An actor. Definitely.

INT. MAIN DECK

The PHONE RINGS. Tank answers.

TANK
Operator.

TRINITY (V.O.)
Tank, it's me.

EXT. STREET (MATRIX) - DAY

They are outside a pawn shop. Trinity has a new cellular.

TRINITY
We need an exit!

TANK (V.O.)
Gotcha. You're not far from Cypher.

TRINITY
Cypher, I thought --

TANK (V.O.)
So did we. That boy's got nine lives. I sent him to Franklin and Erie.

TRINITY
Got it.

She hangs up.

EXT. STREET (MATRIX) - DAY

Running, Cypher turns onto Erie.

INT. APPLIANCE STORE (MATRIX) - DAY

Dead machines, eviscerated and shrouded with dust lay on metal shelves like bodies in a morgue.

Plywood covering a small window is ripped off and Cypher crawls inside.

Deep in the back room, a PHONE that has not rung in years begins to RING.

INT. MAIN DECK

Tank punches the exit command.

(CONTINUED)

CONTINUED:

TANK
Got him.

Cypher's body twitches in its harness, jerking itself awake. His eyes blink open. Dozer unplugs him.

DOZER
System check looks fine.

Cypher stands, a raspy cough spewing from his lungs.

EXT. STREET (MATRIX) - DAY

Trinity sees the appliance shop.

INT. MAIN DECK

Cypher holds his chest.

DOZER
You okay?

CYPHER
Goddamn gas. My lungs are killing me.

He crosses to an overhead bin.

CYPHER
We got any pain killers?

DOZER
The first aid kit's over here.

As Dozer stoops for a cabinet, Cypher pulls back a heavy blanket exposing a plasma rifle.

INT. APPLIANCE STORE (MATRIX) - DAY

Neo crawls through the window that Cypher opened.

INT. MAIN DECK

Tank finishes loading the exit programs as Cypher rises behind him, swinging the weapon at his back.

He looks over as Dozer turns with the first aid kit, a look of frozen disbelief crossing his face --

CONTINUED:

DOZER
No!

Tank spins as red hot wads of PLASMA EXPLODE through his chair and into his back. Diving, a second BURST tears up his side --

As Dozer shoots a look at the monitor where Tank was working. He stabs the enter command activating the exit sequence and ducks under a BARRAGE of PLASMA FIRE.

INT. APPLIANCE STORE (MATRIX) - DAY

The PHONE begins to RING as the others crawl in.

SWITCH
God, I love that sound.

INT. MAIN DECK

Dozer rolls up, grabbing a heavy crowbar from a box of tools.

Cypher circles the drive chairs as the sights of the plasma rifle find Dozer's face.

Dozer charges, screaming, and the PLASMA RIFLE SCREAMS back.

INT. APPLIANCE STORE (MATRIX) - DAY

The PHONE is still RINGING.

TRINITY
You first, Neo.

Neo answers the phone when there is a CLICK. There is no signal. Nothing but silence.

TRINITY
What happened?

NEO
I don't know. It just went dead.

Trinity listens to the dead line and takes out the cellular.

INT. MAIN DECK

The operator PHONE begins to RING. Cypher steps over the body of Tank and looks at the monitor.

INT. APPLIANCE STORE (MATRIX) - DAY

Trinity can almost feel him watching them. Every unanswered RING wrings her gut a little tighter, until --

CYPHER (V.O.)
Hello, Trinity.

TRINITY
Cypher? Where's Tank?

CYPHER (V.O.)
He had an accident.

TRINITY
An accident? What about Dozer? Is Dozer there?

INT. MAIN DECK

He walks over to Trinity's body, staring down at it hanging in its coma-like stillness.

CYPHER
You know, for a long time, I thought I was in love with you, Trinity. I used to dream about you...

He nuzzles his face against hers, feeling the softness of it.

CYPHER
You are a beautiful woman. Too bad things had to work out like this.

We INTERCUT BETWEEN the appliance store and the main deck.

TRINITY
You killed them.

APOC
What?!

SWITCH
Oh God.

Wearing Tank's operator headgear, Cypher moves among the silent bodies.

CONTINUED:

CYPHER
In a way you're very lucky. Most people never know why they die. One minute they're alive, the next they're dead. No warning. nothing. That's why I thought maybe I should tell you. It seemed the least I could do.

He stands over the body of Morpheus, as his anger boils up out of him.

CYPHER
You see, the truth, the real truth is that the war is over. It's been over for a long time. And guess what? We lost! Did you hear that? We lost the war!

TRINITY
What about Zion?

CYPHER
Zion? Zion is a part of this delusion. More of this madness. That's why this has to be done. It has to end. Now and forever.

She suddenly sees the entire dark plan.

TRINITY
Oh my God. This is about Zion. You gave them Morpheus for the access codes to Zion.

Cypher walks away from Morpheus and bends down next to Apoc's body.

CYPHER
You see, Trinity, we humans have a place in the future. But it's not here. It's in the Matrix.

TRINITY
The Matrix isn't real!

CYPHER
Oh, I disagree, Trinity. I disagree. I think the Matrix is more real than this world. I mean, all I do is pull a plug here. But there, you watch a man die.

CONTINUED:

He grabs hold of the cable in Apoc's neck, twists it and yanks it out.

CYPHER
You tell me which is more real.

Apoc seems to go blind for an instant, a scream caught in his throat, his hands reaching for nothing, and then falls dead. Switch screams.

CYPHER
Welcome to the real world, right?

He laughs.

TRINITY
Somehow, some way, you're going to pay for this.

CYPHER
Pay for it? I'm not even going to remember it. It'll be like it never happened. The tree falling in the forest. It doesn't make a sound.

His hand slides around the neck of Switch as he takes hold of her plug.

She suddenly feels her body severed from her mind as she is murdered.

TRINITY
Goddamn you, Cypher!

CYPHER
Don't hate me, Trinity. I'm just the messenger. And right now I'm going to prove that the message is true.

He stands over Neo.

CYPHER
If Morpheus was right, then there's no way I can pull this plug, is there?

She turns to Neo, eyes wide with fear, and he knows he is next.

CONTINUED:

CYPHER
If he is the One, then in the next few seconds there has to be some kind of miracle to stop me. Because if he dies like the others that means Morpheus was wrong. How can he be the One if he's dead?

He takes hold of the cord when --

She hears an EXPLOSION and a scream.

Cypher is on the ground, his left leg blown off at the knee. He rolls over and finds Tank on the ground, and the sights of the plasma rifle.

TANK
How's it feel, Cypher? Knowing you're about to die?

NEO
It's Tank! He's alive.

Cypher lunges for Neo's plug just as Tank BLOWS his head off.

INT. APPLIANCE STORE (MATRIX) - DAY

They're both listening, trying to figure out what is happening when the store PHONE starts to RING.

Trinity smiles, tears moistening her eyes as Neo throws his arms around her. For a moment, it looks as if they might kiss before Trinity lets go.

TRINITY
We should, we should hurry.

NEO
Yeah. Right.

INT. MAIN DECK

Trinity's eyes open, a sense of relief surging through her at the sight of the ship. As Tank unplugs her, she sees his charred wounds.

TRINITY
Tank, you're hurt.

CONTINUED:

TANK
I'll be all right.

TRINITY
Dozer?

Tank's face tightens.

TRINITY
I'm sorry, Tank.

EXT. NIKO HOTEL (MATRIX) - DAY

A Japanese luxury hotel in downtown Chicago.

A military helicopter sets down on the roof. Heavily armed Marines begin to deploy.

Agent Jones gets out of the helicopter, flanked by columns of Marines. They open the roof access door and enter the top-floor maintenance level of the hotel.

INT. TOP FLOOR (MATRIX) - DAY

They get in the elevator. At every door, at least two Marines stop and post guard.

INT. HALL (MATRIX) - DAY

They exit the elevator and walk to the Presidential suite; the final two Marines post guard.

INT. PRESIDENTIAL SUITE (MATRIX) - DAY

Inside, he finds Agent Smith.

AGENT JONES
There is a problem. Reagan has failed to secure the hardware.

Agent Smith stares out the window.

AGENT SMITH
Never send a human to do a machine's job.

AGENT JONES
But if Reagan has failed, why haven't they pulled the plug?

CONTINUED:

AGENT SMITH
Haven't you learned by now, that it is impossible to understand why they do the things they do?

He turns.

AGENT SMITH
Continue as planned. Trace his signal to locate their position and deploy an extermination unit.

Morpheus is handcuffed to a chair, stripped to the waist. He is bleeding from numerous wounds and is pumped full of serum, alternately shivering and sweating. He is hooked up to various monitors with white disk electrodes.

Agent Brown begins running a trace program.

INT. MAIN DECK

Neo looks at Morpheus whose body is covered with a cold sweat.

NEO
What are they doing to him?

TANK
They're cracking his mind.

NEO
How?

TANK
They inject virus-like serums to break down the system. It's like cracking a computer. All it takes is time.

NEO
How much time?

TANK
Depends on the mind. But eventually, it will crack and his alpha pattern will change from this to this.

Tank punches several commands on Morpheus' personal unit. The monitor waves change from a chaotic pattern to an orderly symmetrical one.

CONTINUED:

TANK
When it does, Morpheus will tell them anything they want to know.

NEO
The access codes to Zion.

TANK
If an agent got inside Zion's mainframe he could do anything. Disable the defense system. It would be the end of us.

He looks up at Trinity who is pacing relentlessly.

TANK
We can't let that happen. We have to do it, Trinity. Zion has to be protected.

Trinity sees Cypher's dead body. Rage overtakes her and she starts kicking him.

TRINITY
Goddamnit! Goddamnit!

TANK
We have to pull the plug.

TRINITY
No!

TANK
We don't have any other choice.

Those words are like using gasoline to put out a fire and we watch the pain in her eyes burn into a blaze. She walks past him and gets into her chair.

TANK
Trinity, what are you doing?

TRINITY
I'm going in after him.

TANK
Morpheus could conform at any minute --

TRINITY
If he does I'm sure you'll do what has to be done.

CONTINUED:

TANK
You saw that place. It's suicide.

She glares at him.

TANK
I know what Morpheus means to you --

TRINITY
No. No, I don't think you do. If you did, then you would know that I'm not letting him go. Not without a fight, Tank.

She yanks her harness tight.

TRINITY
Not without a fight.

INT. PRESIDENTIAL SUITE (MATRIX) - DAY

Agent Smith stands in the bedroom of the enormous suite, staring out the windows at the city below, shimmering with brilliant sunlight.

AGENT SMITH
Have you ever stood and stared at it, Morpheus? Marveled at its beauty. Its genius. Billions of people just living out their lives... oblivious.

Agent Brown sucks a serum from a glass vial, filling a hypodermic needle.

AGENT SMITH
Did you know that the first Matrix was designed to be a perfect human world? Where none suffered, where everyone would be happy. It was a disaster. No one would accept the program. Entire crops were lost.

Agent Brown jams the needle into Morpheus' shoulder, and plunges down.

AGENT SMITH
Some believed we lacked the programming language to describe your perfect world.
(MORE)

CONTINUED:

AGENT SMITH (CONT'D)
But I believe that, as a species, human beings define their reality through suffering and misery.

Agent Brown studies the screens as the life signs react violently to the injection.

AGENT SMITH
The perfect world was a dream that your primitive cerebrum kept trying to wake up from. Which is why the Matrix was re-designed to this: the peak of your civilization.

He turns from the window.

AGENT SMITH
I say 'your civilization' because as soon as we start thinking for you, it really becomes our civilization, which is, of course, what this is all about.

He sits down directly in front of Morpheus.

AGENT SMITH
Evolution, Morpheus. Evolution.

He lifts Morpheus' head.

AGENT SMITH
Like the dinosaur. Look out that window. You had your time.

Morpheus stares hard at him, trying hard not to show the pain racking his mind.

AGENT SMITH
The future is our world, Morpheus. The future is our time.

INT. MAIN DECK

Neo goes to his chair and begins strapping in.

TRINITY
What do you think you're doing?

NEO
You need help. I'm coming with you.

CONTINUED:

TRINITY
No. No way. Morpheus sacrificed himself so you could escape. There's no way you're going back in.

NEO
Morpheus did what he did because he believed that I'm something that I'm not.

TRINITY
What?

NEO
I'm not the One, Trinity. The Oracle told me.

Trinity is stunned.

NEO
She said I had a gift but I still had a lot to learn. She told me maybe next life.

TRINITY
Did you tell Morpheus?

NEO
Why? It wouldn't mean anything. He'd still believe what he wanted to believe. But Morpheus is the one that matters. He's more important than me and we both know it.

He straps in.

NEO
I may not be what Morpheus thinks I am, but if I don't try to help him, then I'm not even what I think I am.

TRINITY
What are you?

NEO
His friend.

INT. PRESIDENTIAL SUITE (MATRIX) - DAY

Agent Smith sits casually across from Morpheus who is hunched over, his body leaking and twitching.

CONTINUED:

AGENT SMITH
I'd like to share a revelation that I've had during my time here. It came to me when I tried to classify your species. I've realized that you are not actually mammals.

The life signs continue their chaotic patterns.

AGENT SMITH
Every mammal on this planet instinctively develops a natural equilibrium with the surrounding environment. But you humans do not. You move to an area and you multiply and multiply until every natural resource is consumed and the only way you can survive is to spread to another area.

He leans forward.

AGENT SMITH
There is another organism on this planet that follows the same pattern. Do you know what it is? A virus.

He smiles.

AGENT SMITH
Human beings are a disease, a cancer of this planet. You are a plague. And we are... the cure.

INT. MAIN DECK

Trinity and Neo hang motionless in the suspension unit. Tank is at the operations station.

TANK
Okay. Store's open. What do you need?

TRINITY (V.O.)
Guns. Lots of guns.

TANK
Coming right up.

He loads the weapons disk.

INT. CONSTRUCT

Racks of weapons appear and Neo and Trinity arm themselves.

TRINITY
No one has ever done anything like this.

NEO
Yeah?

He snap cocks an Uzi.

NEO
That's why it's going to work.

INT. PRESIDENTIAL SUITE (MATRIX) - DAY

Agent Smith is again at the window.

AGENT SMITH
Why isn't the serum working?

AGENT BROWN
Perhaps we are asking the wrong questions.

AGENT JONES
Or he doesn't know.

AGENT SMITH
Of course he knows. He's resisting.

AGENT BROWN
How?

AGENT SMITH
I don't know. If I knew...

Agent Smith hides his knotting fist. He is becoming angry. It is something that isn't supposed to happen to agents.

AGENT SMITH
Leave me with him.

Agent Brown and Jones look at each other.

AGENT SMITH
Now!

INT. MAIN DECK

Tank sits down beside Morpheus whose face is ashen like someone near death. He takes hold of his hand.

TANK
Hold on, Morpheus. They're coming for you. They're coming.

EXT. NIKO HOTEL (MATRIX) - DAY

A dark wind blows.

INT. NIKO HOTEL (MATRIX) - DAY

In long, black coats, Trinity and Neo push through the revolving doors.

Neo is carrying a duffel bag. Trinity has a large metal suitcase. They cut across the lobby drawing nervous glances.

Dark glasses, game faces.

Several plainclothes cops try to stop them. They are met by the MUTED SPIT of a SILENCED GUN and the RAZORED WHISTLE of THROWING STARS.

The cops slump down to the marbled floor while Neo and Trinity do not even break stride.

INT. PRESIDENTIAL SUITE (MATRIX) - DAY

Agent Smith leans close to Morpheus, whispering to him.

AGENT SMITH
Can you hear me, Morpheus? I'm going to be honest with you.

He removes his earphone, letting it dangle over his shoulder.

AGENT SMITH
I hate this place. This zoo. This prison. This reality, whatever you want to call it, I can't stand it any longer. It's the smell, if there is such a thing. I feel saturated by it. I can taste your stink and every time I do, I fear that I've somehow been infected by it.

(CONTINUED)

CONTINUED:

He wipes sweat from Morpheus' forehead, coating the tips of his fingers, holding them to Morpheus' nose.

AGENT SMITH
Repulsive, isn't it?

He lifts Morpheus' head, holding it tightly with both hands.

AGENT SMITH
I must get out of here, I must get free. In this mind is the key. My key.

Morpheus sneers through his pain.

AGENT SMITH
Once Zion is gone, there is no need for me to be here. Do you understand? I need the codes. I have to get inside Zion. You have to tell me how.

He begins squeezing, his fingers gouging into his flesh.

AGENT SMITH
Tell me! Tell me!

The skull is about to shatter when Agents Jones and Brown burst into the room. Agent Smith releases Morpheus.

AGENT BROWN
What were you doing?

Agent Smith recovers, replacing his ear piece.

AGENT JONES
You don't know.

AGENT SMITH
Know what?

Agent Smith listens to his earphone, not believing what he is hearing.

INT. ELEVATORS (MATRIX) - DAY

They get in. Trinity immediately drops and opens the suitcase, wiring a plastique and napalm bomb.

Beneath their trench coats is an arsenal of weapons slung from climbing harnesses.

Neo hits the emergency stop. He pulls down part of the false ceiling and finds the elevator shaft access panel.

INT. PRESIDENTIAL SUITE (MATRIX) - DAY

Agent Jones looks at Morpheus.

AGENT JONES
I think they're trying to save him.

INT. ELEVATOR SHAFT (MATRIX) - DAY

Neo ratchets down a clamp onto the elevator cable. Both of them lock on. He looks up the long, dark throat of the building and takes a deep breath.

NEO
There is no spoon.

Neo whips out his gun and presses it to the cable, lower than where they attached themselves.

BOOM! The CABLE SNAPS.

The counter-weights plummet, yanking Trinity and Neo up through the shaft as --

The elevator falls away beneath them, distending space, filling it with the sound of WHISTLING METAL as they soar to the top.

INT. LOBBY (MATRIX) - DAY

The ELEVATOR hits the bottom.

BA-BOOM!

The massive EXPLOSION blows open the doors, fire clouds engulfing the elevator section of the lobby.

INT. PRESIDENTIAL SUITE (MATRIX) - DAY

The Agents hear the BLAST AND FIRE ALARMS.

AGENT JONES
Lower level --

AGENT BROWN
They are actually attacking.

INT. ELEVATOR SHAFT (MATRIX) - DAY

Hanging by a rope, Trinity hot-wires the panel for the door.

INT. TOP FLOOR (MATRIX) - DAY

nervous, the Marines watch as the ELEVATOR "DINGS" softly and slides open.

Black smoke rises out of the exposed shaft.

The nearest Marine eases to the edge, peering down at the churning blaze engulfing the lower levels.

He does not see Trinity and Neo above him until it is too late.

Krack! Neo kicks, knocking the Marine flying down into the shaft.

Before the others can react, Trinity flips out into the hall, decking the nearest Marine. Neo cracks another.

The fight is over before it begins.

INT. PRESIDENTIAL SUITE (MATRIX) - DAY

An enormous EXPLOSION THUNDERS above them, shaking the building. The ALARM SOUNDS, emergency sprinklers begin showering the room.

Agent Smith smashes a table.

AGENT SMITH
Find them and destroy them!

Agent Jones nods and touches his ear piece.

EXT. ROOF (MATRIX) - DAY

The roof-access tower is now engulfed in flames as Neo and Trinity lay waste to a dozen more Marines.

Guns and knives, like extensions of their bodies used with the same deadly precision as their feet and their fists.

Across the roof, the pilot inside the army helicopter watches the ferocious onslaught.

PILOT
I repeat, we are under attack!

Suddenly his face, his whole body dissolves, consumed by spreading locust-like swarm of STATIC as --

Agent Jones emerges.

CONTINUED:

Just as she drops the last Marine, Trinity sees what's coming.

Neo sees her, the fear in her face, and he knows what is behind him.

Screaming, he whirls, GUNS filling his hands with thought-speed.

Fingers PUMPING, SHELLS ejecting, dancing up and away, we look through the sights and gun smoke at --

The Agent blurred with motion --

Until the HAMMERS CLICK against empty metal.

NEO
Trinity!

Agent Jones charges.

NEO
... help.

His GUN BOOMS as we enter the liquid space of --

Bullet-time.

The AIR SIZZLES with wads of lead-like angry flies as Neo twists, bends, ducks just between them.

Agent Jones still running, narrows the gap, the BULLETS coming faster until --

Neo bent impossibly back, one hand on the ground as a spiraling gray ball shears open his shoulder.

He starts to scream as another digs a red groove across his thigh.

He has only time to look up, to see the barrel when Agent Jones, standing over him, pulls the TRIGGER the final time.

CLICK. Empty.

Neo rolls, reaching for another gun when a round-house kick snaps his jaw. Agent Jones grabs the gun and levels it at Neo.

AGENT SMITH
Only human...

Suddenly Agent Jones stops. Something is wrong. He scans the roof. Trinity is gone.

(CONTINUED)

CONTINUED:

Immediately, he whirls around and turns straight into the muzzle of her .45 --

Jammed right into his head.

TRINITY
Dodge this, motherfucker!

BOOM! BOOM! BOOM! The body flies back with a flash of mercurial light and when it hits the ground --

It is the pilot.

Trinity helps Neo up.

NEO
Thanks.

TRINITY
You're hit --

NEO
I'm fine.

Neo is already looking at the helicopter.

NEO
Can you fly that thing?

TRINITY
Not yet.

She pulls out a cellular phone.

INT. HOVERCRAFT

Tank is back at the controls.

TANK
Operator.

TRINITY (V.O.)
Tank, I need a pilot program for a military M-109 helicopter.

Tank is immediately searching the disk drawers.

TRINITY (V.O.)
Hurry!

His fingers flash over the gleaming laser disks, finding one that he feeds into Trinity's supplement drive, punching the "load" commands on her keyboard.

EXT. ROOF (MATRIX) - DAY

Trinity's eyes flutter as information surges into her brain, all the essentials of flying a helicopter absorbed at light-speed.

TRINITY
Let's go.

INT. HALL (MATRIX) - DAY

Marines, trying to communicate with the men on the roof, are beginning to panic when Agent Jones comes around the corner.

SERGEANT
Sir! Sir! There was gunfire -- we've lost communication with the roof!

AGENT SMITH
Remain at your posts.

SERGEANT
But, sir -- the fire -- we should evacuate!

AGENT SMITH
You will do as you are ordered!

SERGEANT
Yes, sir.

Agent Jones marches into the Presidential Suite.

INT. PRESIDENTIAL SUITE (MATRIX) - DAY

Agent Jones throws open the bedroom door and enters, walking through the puddles pooling in the carpet.

Over the RUSHING WATER and the ALARMS, Agent Smith hears a SOUND and understands the seriousness of the attack.

He turns to the wall of windows as the helicopter drops INTO VIEW --

Neo is in the back bay, aiming the mounted .50 machine gun.

AGENT SMITH
No.

The GUN jumps and BULLETS EXPLODE through the WINDOW in a cacophony of CRASHING GLASS --

CONTINUED:

As the Agents go for their weapons.

But Neo is too close, the .50 CALIBER too fast and BULLETS are everywhere, perforating the room.

Agent Smith is hit first, his body jack-knifing back, blood arcing out with a sudden flash of light --

Then Agent Brown, his GUN still FIRING as his body falls.

And finally Agent Jones.

Neo stares at Morpheus, trying to will him into action.

NEO
Get up, Morpheus! Get up!

Morpheus sits unmoving, his head still down.

Neo grabs the climbing rope just as marines burst into the adjoining room.

He attaches only one end to his harness when they OPEN FIRE.

Quickly he swings the GUN, SPRAYING the other room, WINDOWS SHATTERING, FURNITURE EXPLODING, marines diving for cover.

INT. HALL (MATRIX) - DAY

Just outside the Presidential Suite, three marines blister with snow-static.

INT. PRESIDENTIAL SUITE (MATRIX) - DAY

Morpheus lifts his face into the room's rain. His eyes, still white, begin to blink, twitch, then close.

And when he opens them, they are again dark and flashing with fire.

The Agents knife into the room, FIRING even as Neo's BULLET TRAILS chase them.

Morpheus strains at his handcuffs.

The Agents and the marines turn the tide, BLASTING LEAD, RICOCHETING, POCK-MARKING the COPTER.

FIRING wildly, Neo turns to see Morpheus rising, snapping the handcuffs, starting for the window.

CONTINUED:

Agent Smith stops and sees Morpheus run past the open bedroom door.

AGENT SMITH
Nooo!

He FIRES, sweeping across the sheetrocked wall in a perfect line.

For an instant, we see the BULLETS SHRED, PUNCTURING the WALL, searing through the wet air with jet trails of chalk.

And as Morpheus starts to dive for the window, a bullet buries itself in his leg --

Knocking him off balance.

NEO
He won't make it.

Morpheus lunges, out of control --

As Neo spins, every move a whip crack --

Snapping the other rope-end onto a bolted bar.

Morpheus begins to fall when Neo hurls himself into the wide blue empty space --

Flying for a moment.

The rope snaking out behind him; an umbilical cord attached to a machine.

As their two bodies, set in motion, rushing at each other on a seemingly magnetic course until --

They collide.

Almost bouncing free of each other, arms, legs, scrambling, hands searching in furious desperation, finding hold and clinging.

Until the line ends, snapping taut, cracking their fragile embrace. Morpheus tumbles, legs flipping over, falling down --

The ground deliriously distant --

As Neo snatches hold of his mentor's still handcuffed wrist.

CONTINUED:

NEO
Gotcha!

Trinity is already pulling the copter up and away.

As Agent Smith grabs the M-16 from the nearest marine.

He'll bring them all down. Targeting the helicopter, he aims at something only he can see: the oil line.

PONK. PONK. PONK. The rear HULL is PUNCHED full of holes and smoke and oil pours out like black blood.

TRINITY
Shit-shit-no!

Neo is pulling Morpheus up to him when he hears the HELICOPTER BEGIN TO DIE.

NEO
Oh fuck.

Trinity throws the helicopter towards the roof of the nearest building.

Morpheus and Neo cling to one another as they and the machine above them begin to fall.

The ENGINE GRINDS, the CHOPPING BLADES start to slow while --

The Agents stand in the open shattered window, watching the helicopter disappear behind taller buildings.

Carried by its momentum, Trinity guides the parabolic fall over the nearest roof where --

Neo and Morpheus drop safely, rolling free as the rope goes slack. Neo gets to his feet, trying to detach himself but --

The helicopter is falling too fast, arcing over the roof like a setting sun --

The coils of slack snap taught --

Yanking Neo off his feet, dragging him with ferocious speed towards the edge even as --

Trinity lunges for the back door, her gun in one hand, grabbing for the rope with the other --

Neo flies like a skipping stone, hurtling straight AT us, when his feet hit the rain gutter --

CONTINUED:

A fulcrum that levers him up just as --

Trinity FIRES, severing the cord from the HELICOPTER, falling free of it as it SMASHES, blades first into a glass skyscraper.

Holding onto the rope she swings, connected to Neo, who stands on the building's edge watching her arc beneath him as the HELICOPTER EXPLODES --

She bounces against a shatterproof window that spider-cracks out while FLAMES ERUPT behind her.

INT. MAIN DECK

Tank stares at the screen, his mouth agape.

TANK
He's the One. He's got to be...

EXT. ROOFTOP (MATRIX) - DAY

Neo pulls Trinity up into his arms. Both shaking, they hold each other again.

MORPHEUS
I knew it! I goddamn knew it!

TRINITY
Morpheus!

She runs at him, throwing her arms around him.

MORPHEUS
Do you believe me now? He's the One! Who else could have done this?

NEO
Morpheus, I know you won't believe me but the Oracle told me I'm not the One.

MORPHEUS
It doesn't matter if I don't believe you --

His eyes light up.

MORPHEUS
What matters is that you don't believe her.

INT. MAIN DECK

The PHONE RINGS.

TRINITY (V.O.)
Tank, get us out of here.

TANK
Got one ready. An underground El station. State and Balbo.

TRINITY (V.O.)
See ya soon.

LINE GOES DEAD. Tank looks at the bodies and smiles.

TANK
See ya soon.

EXT. ROOFTOP (MATRIX) - DAY

The rope is all that remains. Agent Smith can barely control his anger.

AGENT BROWN
The trace was completed.

AGENT JONES
We have their position.

AGENT BROWN
The extermination unit is in place.

AGENT JONES
Order the strike.

Agent Smith can't stand listening to them. He moves to the edge of the building, looking out at the surrounding city.

AGENT SMITH
They're not out yet.

INT. "EL" STATION (MATRIX) - DAY

A metal gate is locked, the sign reading, "Station Closed." Neo looks around, takes out a GUN and BLOWS OFF the LOCK.

In the moist underground distance they hear the MUTED RING of a TELEPHONE.

The PHONE is RINGING inside a graffiti-covered booth.

CONTINUED:

Across from it, sitting hunched against the red concrete wall, is an OLD MAN. He stares at the RINGING PHONE, taking a final pull off his T-bird. No one is around. It continues to RING.

Determined, he stands and walks to the booth. He is about to answer the phone, when Neo sees him.

NEO
Don't!

The Old Man stops, Neo rushes at him, gliding smoothly over the turnstiles.

OLD MAN
I'm sorry -- I didn't mean!

The Old Man is shaking, terrified. Neo looks at his gun. He glances over his shoulder, then eases back the hammer.

NEO
Get outta here. Okay? Run! Go!

The Old Man nods, turns and hurries deeper into the urban cave, disappearing into the shadows as Trinity and Morpheus arrive.

TRINITY
What happened? Was that --

NEO
It was nobody.

Neo turns to the RINGING BOOTH.

NEO
Let's go! You first, Morpheus.

Morpheus gets in and answers the phone.

Lost in the shadow, the Old Man turns back and watches as Morpheus disappears, the phone dropping, dangling by its cord.

His eyes grow wide, glowing white in the dark.

EXT. ROOFTOP (MATRIX) - DAY

Agent Smith stares, his face twisted with hate. He will never be free of the Matrix.

He starts to turn from the edge of the building when he suddenly hears it, his head whipping back around, staring --

INT. "EL" STATION (MATRIX) - DAY

As the Old Man stares.

Trinity hangs up the phone. She turns to Neo, standing close enough to kiss him.

TRINITY
Morpheus is right, you know. It doesn't matter what he believes or even what the Oracle believes. What matters is what you believe.

NEO
I believe...

He stares at the fullness of her lips.

NEO
I want to kiss you.

She smiles.

TRINITY
I want to kiss you too...

The PHONE begins to RING.

TRINITY
But I want it to be real.

She pulls herself away and gets into the booth when something catches Neo's eye and he looks to where the Old Man had been.

She hears him SCREAM and sees Agent Smith emerge as if formed by congealing darkness, charging with a fistful of metal.

The GUN FIRES, the BULLET flying at her, BURSTING through the plastic WINDOW just as --

Trinity disappears.

The handset hanging in the air as the BULLET HITS, SHATTERING the EAR-PIECE.

INT. HOVERCRAFT

Trinity blinks, shivering as her conscious exits the Construct.

TRINITY
Neo!

CONTINUED:

TANK
What the hell just happened?

TRINITY
An Agent! You have to send me back!

TANK
I can't!

INT. "EL" STATION (MATRIX) - DAY

GUN REPORT THUNDERS through the underground, both men BLASTING, moving at impossible speed.

For a blinking moment we enter BULLET-TIME.

Gun flash tongues curl from Neo's gun, bullets float forward like a plane moving across the sky, cartridges cartwheel into space.

An instant later they are nearly on top of each other, rolling up out of a move that is almost a mirrored reflection of the other --

Each jamming their gun tight to the other's head.

They freeze in a kind of embrace; Neo sweating, panting, Agent Smith machine-calm.

Agent Smith smiles.

AGENT SMITH
You're empty.

Neo pulls the TRIGGER. CLICK.

NEO
So are you.

The smile falls. Agent Smith yanks his TRIGGER.

CLICK.

Agent Smith's face warps with rage and he attacks, fist flying at furious speed, blows and counters, Neo retreating as --

A knife-hand opens his forearm, and a kick sends him slamming back against a steel column.

Stunned, he ducks just under a punch that crunches into the beam, STEEL CHUNKS EXPLODING like shrapnel.

CONTINUED:

Behind him, Neo leaps into the air, delivering a neck-snapping reverse round-house. Agent Smith's glasses fly off and he glares at Neo; his eyes, ice blue.

AGENT SMITH
You can't win.

NEO
I already have.

He attacks with a vicious series of blows but the Agent seems to absorb them, waiting for his opening.

And this time Agent Smith's attack is too much, an unrelenting fury, fists pounding like jackhammers.

INT. HOVERCRAFT

Trinity watches Neo as his body jerks, mouth coughing blood, his life signs going wild.

TRINITY
Jesus, he's killing him!

INT. "EL" STATION (MATRIX) - DAY

Agent Smith grabs hold of him, lifting him into the air, hurling him against the curved wall of the train tunnel, where he falls inches from the electrified third-rail.

The Agent is about to jump down, and press his attack when he hears something. From deep in the tunnel, like an animal cry; a burst of high-speed METAL GRINDING against METAL.

The sound of an ON-COMING TRAIN.

INT. HOVERCRAFT

Tank is trying to find another entrance.

TRINITY
Send me back, Tank! Anywhere!

TANK
I'm looking, Trinity! I'm looking!

From the cockpit, an ALARM sounds. Morpheus hurries to the front console, typing, bringing up the radar.

(CONTINUED)

CONTINUED:

Trinity follows him.

TRINITY
What is it... oh no.

In every pipe surrounding them, they see the Extermination Unit.

TRINITY
Sentinels.

INT. SEWER MAIN

The killing machine we saw in the History Program blister by us like tracer bullets shot down the throat of the abyss.

INT. "EL" STATION (MATRIX) - DAY

Neo tries to get up. Agent Smith jumps down onto the tracks and drop-kicks him in the face.

The world begins to shake, RUMBLING as the TRAIN NEARS.

AGENT SMITH
Do you hear that, Mr. Anderson?

Agent Smith grabs Neo in a choke-hold, forcing him to look down the tracks, the train's headlight burning a hole in the darkness.

AGENT SMITH
That is the sound of inevitability.

Neo sees it coming and he starts to fight.

AGENT SMITH
It is the sound of your death.

There is another METAL SCREECH, MUCH LOUDER, closer, as Agent Smith tightens his hold. Neo is unable to breathe.

AGENT SMITH
Goodbye, Mr. Anderson.

The TRAIN ROARS at them, swallowing Agent Smith's words.

The veins bulge in Neo's head, as he grits through the pain.

He is not ready to die.

CONTINUED:

NEO
My name is Neo.

Impossibly, he hurls himself straight up, smashing Smith against the concrete ceiling of the tunnel.

They fall as the sound and fury of the TRAIN EXPLODES INTO the station.

Neo back-flips up off the tracks just as --

The train barrels over Agent Smith.

Neo stands, knees shaking, when the train slams on its emergency brake. With an ear-splitting SHRIEK of TORTURED RAILS, the train slows, part of it still in the station.

Neo turns, limping, starting to run, racing for the escalator --

As the train comes to a stop and the doors of the last car open; Agent Smith bursts out in furious pursuit, his glasses again intact.

INT. HOVERCRAFT

Morpheus checks the ship's self destruct key.

TRINITY
You can't use that until Neo is out!

MORPHEUS
I know. Don't worry, he'll make it.

EXT. CITY STREET - THE MATRIX - DAY

A man sits in his Mercedes, talking on his car phone when his door is thrown open. Neo yanks him out and jumps in.

Further down the street, Agent Smith slows, calmly touching his ear-piece.

Neo throws the car across traffic, rocketing down a side-street.

INT. CAR (MATRIX) - DAY

Driving like a demon with one hand, he grabs the car phone and dials long distance.

INT. HOVERCRAFT

Tank answers.

TANK
Operator.

NEO (V.O.)
Mr. Wizard, Get me the fuck out of here!

INT. CAR (MATRIX) - DAY

Looking over his shoulder, watching the mirrors, Neo drives almost unconsciously.

NEO
Hurry, Tank! I got some serious pursuit!

INT. HOVERCRAFT

The keyboard clicking, Tank searches for an exit. Trinity screams into the headset.

TRINITY
Neo, you better get your ass back here!

INT. CAR

NEO
I'm trying, Trinity. I'm trying.

TANK (V.O.)
I got one!

Neo glances to his right and sees Agent Brown, now driving the car beside his. Agent Brown swerves, slamming into him.

TANK (V.O.)
Wabash and Lake. A hotel.

Neo fights the steering wheel as Agent Brown pushes the car up over the median.

TANK (V.O.)
Room 303.

Neo drops the phone as his car bucks into the opposing lane --

CONTINUED:

Directly into the charging path of an enormous truck driven by Agent Smith.

Neo dives from the Mercedes as the truck plows into it, rending metal and GLASS, crushing through, totaling other cars, as it EXPLODES.

Neo is up and running even as orange and black clouds billow up behind him.

EXT. CITY STREET (MATRIX) - DAY

Three figures silhouetted by the burning wreckage become the three agents.

Further down the street, Neo hauls his broken, bleeding ass.

Agents Brown and Smith slow, touching their ear-pieces as Agent Jones continues chasing full-bore.

Neo spins around a corner, racing toward a hotel called: the Heart of Chicago Hotel.

Only Agent Jones is behind him now.

Neo dives into the alley. At the far end he sees Agent Brown charging. Neo leaps for the fire escape and begins to climb.

INT. SEWER MAIN

Sentinels open and shift like killer kaleidoscopes as they ready their weapons, swarming around the Nebuchadnezzar.

INT. HOVERCRAFT

The hovercraft booms as machines drop onto it.

TANK
I'm going to make the call.

MORPHEUS
Do it!

INT. "HEART OF CHICAGO" HOTEL (MATRIX) - DAY

Agent Smith is in the elevator when he hears the DISTANT RING of a PHONE.

EXT. ALLEY (MATRIX) - DAY

The agents chase him, FIRING, BULLETS SPARKING and RICOCHETING even as Neo jumps for the third-floor platform.

Neo kicks in the window, jumping into the hall. The doors count backwards: 310... 309...

INT. HOVERCRAFT

Morpheus grabs the biggest gun he can find. The lasers begin to slice through the hull.

TRINITY
Where is he?

TANK
Almost there.

MORPHEUS
He's going to make it.

TRINITY
Hurry, Neo.

INT. HALL (MATRIX) - DAY

Neo can hear the PHONE RINGING.

305... 304...

Agent Brown reaches the broken window behind him just as Neo grabs the handle of 303, throwing open the door to find --

Agent Smith, waiting, .45 cocked.

Neo can't move -- can't think --

BOOM.

INT. HOVERCRAFT

Neo's body jerks, and everyone hears it as the life monitors snap flat-line.

Trinity screams. Morpheus is frozen in disbelief.

INT. HALL (MATRIX) - DAY

Three holes in his chest, Neo falls to the blue shag carpeting, blood smearing down the wallpaper.

(CONTINUED)

CONTINUED:

Agent Smith stands over him, still aiming, taking no chances.

AGENT SMITH
Check him.

INT. HOVERCRAFT

Through the lasered opening, Morpheus screams, blasting away at the machines; comet-wads of plasma burning holes in their armored housings.

Trinity collapses onto Neo's body.

TRINITY
No-no-no! Neo, you're not dead! You can't be dead!

INT. HALL (MATRIX) - DAY

Kneeling beside him, Agent Brown checks his vital signs.

AGENT BROWN
He's gone.

Agent Smith smiles, standing over him.

AGENT SMITH
I told you, you couldn't win.

INT. HOVERCRAFT

Tank is hit, a laser bolt knocking him to the ground. They can't hold them off any longer. Morpheus lunges for the self destruct --

As Trinity whispers in Neo's ear.

TRINITY
You're right here. I'm holding you, Neo. I'm not letting you go. Do you hear me? I won't let you go.

INT. HALL (MATRIX) - DAY

The agents walk to the elevator, leaving Neo's body behind.

INT. HOVERCRAFT

Morpheus flicks the Plexiglas shield of the self-destruct.

TRINITY
Goddamnit, Neo! Don't give it up! Not now!

She pounds on his chest.

TRINITY
Not now!

INT. HOTEL HALL (MATRIX) - DAY

The BLOW ECHOES deep in his mind.

His eyes snap open.

INT. HOVERCRAFT

Trinity screams as the monitors jump back to life. Tank and Morpheus stare, unbelieving.

It is a miracle.

TRINITY
Now get up!

INT. HALL (MATRIX) - DAY

Neo struggles, holding his chest, sitting up. Down the hall, he sees the elevator closing and --

Agent Smith staring at him as if he were looking at a Cypher.

Neo gives him the finger.

AGENT SMITH
Nooooo!

Agent Smith pounds on the elevator door.

INT. HOVERCRAFT

A sentinel BLOWS a hole in Morpheus' right arm and he screams, refusing to let go of the detonator.

INT. ROOM 303 (MATRIX) - DAY

Neo dives for the RINGING PHONE.

INT. HOVERCRAFT

Machines split open the craft, pouring in, lasers targeting everywhere.

A beat finds the center of Morpheus' forehead and he screams, ready to die.

TRINITY

Now!

He turns the key.

INT. OVERFLOW PIT

A blinding shock of white lights flood the chamber; sentinels blink and fall instantly dead, filling the pit with their cold, metal carcasses.

INT. HOVERCRAFT

In the still darkness, only the humans are alive.

TRINITY

Neo?

His eyes open. Tears pour from her smiling eyes as he reaches up to touch her.

And she kisses him; it seems like it might last forever.

FADE TO BLACK.

FADE IN:

ON COMPUTER SCREEN

as in the opening. The cursor beating steadily, waiting.

A PHONE begins to RING.

It is answered and the screen fills instantly with the trace program. After a long beat, we recognize Neo's voice.

NEO (V.O.)

Hi. It's me. I know you're out there. I know you're working as fast as you can to catch me.

We CLOSE IN ON the racing columns of numbers shimmering across the screen.

(CONTINUED)

CONTINUED:

NEO (V.O.)
I thought I should call and let you know how things stand.

We DIVE THROUGH the numbers, surging UP THROUGH the darkness, sucked TOWARDS a tight constellation of stars.

NEO (V.O.)
I know you're real proud of this world you've built, the way it works, all the nice little rules and such, but I've got some bad news.

We realize that the constellation is actually the holes in the mouthpiece of a phone. Seen from inside.

NEO (V.O.)
I've decided to make a few changes.

We SHOOT THROUGH the holes as Neo hangs up the phone.

He steps out of the phone booth and starts walking, wearing a long black coat and dark glasses. He passes a mother dragging her little BOY, who cranes his neck as --

Neo takes off, flying up into the air.

BOY
Mommy! Mommy!

MOMMY
What?

BOY
That man! That man flies!

MOMMY
Don't be silly, honey. Men don't fly.

There is a RUSH of AIR as the Boy stares up as Neo shoots overhead. His coat billowing like a black leather cape as he soars up, up, and away.

FADE OUT.

THE END

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